



25th May, 2022

BSE Limited
Corporate Relationship Department
P.J. Towers
Dalal Street

Company Code: 502180

Mumbai - 400 001

National Stock Exchange of India Limited

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

Company Code: SHREDIGCEM

Dear Sir / Madam,

Sub: Submission of 77<sup>th</sup> Annual Report and Cut-off date for E-Voting & Remote E-Voting of Shree Digvijay Cement Company Ltd. (the "Company").

Ref: Our Letters dated 27th April, 2022 and 19th May, 2022

Further to our Letters dated 27<sup>th</sup> April,2022 and 19<sup>th</sup> May, 2022, we would like to inform that the Seventy-Seventh (77<sup>th</sup>) Annual General Meeting ("AGM") of the Company will be held as under:

Day and Date: Monday, 20th June, 2022 Time: 10:00 a.m. (IST)

Mode: Through Video Conference ("VC") / Other Audio-Visual Means ("OAVM")

**Venue**: The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at P.O. Digvijaygram – 361 140, Via Jamnagar, Gujarat, India.

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find herewith the 77<sup>th</sup> Annual Report of the Company along with the Notice of the 77<sup>th</sup> AGM of the Company for the financial year 2021-2022 which is being sent through electronic mode to the Members.

The Annual Report containing the Notice of AGM is also uploaded on the Company's website, at weblink <a href="http://www.digvijaycement.com/wp-content/uploads/2022/05/77th-Annual-Report-2021-22.pdf">http://www.digvijaycement.com/wp-content/uploads/2022/05/77th-Annual-Report-2021-22.pdf</a>

#### Cut-off date for E. Voting & Remote E. Voting Period :-

The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. Monday, 13**<sup>th</sup> **June, 2022**, will be entitled to cast their vote electronically.

The remote e-voting period begins on Thursday, 16<sup>th</sup> June,2022 at 9:00 A.M. (IST) and ends on Sunday, 19<sup>th</sup> June, 2022 at 5:00 P.M. (IST).

We request you to kindly take the above submission on Record.

Thanking you,

Yours faithfully.

For Shree Digvijay Cement Company Limited

Suresh Meher

VP (Legal) & Company Secretary

Encl.: As above





Registered Office & Works Post- Digvijaygram 361140, Jamnagar, Gujarat, India. CIN L26940GJ1944PLC000749 +91 288 234 4272-75

**≜** +91 288 234 4092

info@digvijaycement.com www.digvijaycement.com







#### **NOTICE**

**NOTICE** is hereby given that THE 77<sup>TH</sup> ANNUAL GENERAL MEETING OF **SHREE DIGVIJAY CEMENT COMPANY LIMITED** (CIN L26940GJ1944PLC000749) (the "**Company**") will be held on Monday,  $20^{th}$  June, 2022 at 10:00 a.m. (IST) through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM") facility to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. To consider and adopt:
  - (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022, together with the Reports of the Board of Directors and the Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 together with the Reports of the Auditors thereon.
- To confirm payment of Interim Dividend already paid for the Financial Year ended 31<sup>st</sup> March, 2022 and to declare a Final Dividend for the said financial year.

[The Board of Directors of the Company, at their meeting held on 27th October, 2021, declared Interim Dividend of Rs.1.50 (i.e.@15%) per equity share which was already paid during the financial year. In addition, Board of Directors of the Company, at their meeting held on 27th April, 2022, recommended Final Dividend of Rs.2.00 (i.e.@20%) per equity share of fully paid-up face value of Rs. 10.00 each for the said financial year.]

 To appoint a Director in place of Mr. Anil Singhvi (DIN:00239589), who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

#### 4. Remuneration to Executive Chairman:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be required, the consent of the Members be and is hereby accorded for the payment of the remuneration to Mr. Anil Singhvi (DIN: 00239589), Executive Chairman, w.e.f. from 1st April, 2022 to

29<sup>th</sup> April, 2024, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (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 determine, vary. alter or revise the amount of salary or remuneration or any component(s) thereof, types of perquisites or allowances, benefits as part of remuneration of Mr. Anil Singhvi as Executive Chairman, in such manner as may be gareed between the Company and Executive Chairman, within the overall limits approved by Members under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee or Officer of the Company to give effect to the aforesaid Resolution."

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any loss, absence or inadequacy of the profits of the Company in any financial year or years during the period from 1<sup>st</sup> April, 2022 to 29<sup>th</sup> April, 2024, the remuneration mentioned in the Explanatory Statement comprising salary, perquisites and benefits approved herein shall be paid as minimum remuneration to the Executive Chairman, subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the Members on 5<sup>th</sup> August, 2019 with respect to the appointment of Mr. Anil Singhvi as Executive Chairman shall continue to remain in full force and effect."

#### 5. Ratification of Remuneration to Cost Auditor

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof), the Company hereby ratifies the remuneration of Rs. 1,50,000/- (Rupees One Lakh FiftyThousand) plus applicable tax and out of pocket expenses actually incurred and payable to M/s. Kiran J. Mehta & Co, Cost Accountants (Firm Registration No. 000025), who have been appointed by the Board of Directors on recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct



the audit of cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending 31<sup>st</sup> March, 2023."

#### By Order of the Board

Suresh Kumar Meher Vice President (Legal) & Company Secretary

Place : Digvijaygram & Company Secretary
Date : 13th May, 2022 ACS No.:16938

Registered Office: DIGVIJAYGRAM 361 140

Via: Jamnagar, Gujarat, India CIN: L26940GJ1944PLC000749 Website: www.digvijaycement.com

Email: investors.sdccl@digvijaycement.com

#### **NOTES:**

- In view of the persisting COVID-19 pandemic situation, social distancing norms and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 02/2021, 19/2021, 21/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May, 2022, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), and Circular Nos. SEBI/HO/CFD/CMD1/CIR/ P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM"), without the physical presence of the Members, is permitted. In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in accordance with the requirements laid down in Para 3 & 4 of General Circular Nos. 20/2020 dated 5th May, 2020, the 77th AGM of the Company is being organised through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 77th AGM shall be the Registered Office of the Company.
- The relative Explanatory Statement, pursuant to Section 102 of the Act, in respect of the Special Business set out under Items No. 4 & 5 of the accompanying Notice are annexed hereto.
- A statement providing additional details of the Director(s) seeking appointment / re-appointment as set out at Item No.3 of the Notice dated 13th May, 2022 is annexed herewith as required under Regulation 36(3) of the Listing

Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI'). Further, the information required under Clause (iv) of the second proviso to Section II of Part – II of Schedule V of the Companies Act, 2013 providing additional details of the Director(s) remuneration as set out at Item No. 4 of the Notice dated 13th May, 2022 is annexed herewith.

- 4. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
- 5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) ("Body Corporates") are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorisation is required to be sent to the Scrutiniser by e-mail through its registered e-mail address at <a href="mailto:manage:manage-mailto:manage-manage-mailto:manage-manage-manage-mailto:manage-manage
- The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Monday, 13th June, 2022.
- Since the AGM will be held through VC / OAVM, the Route Map of the AGM venue is not annexed to this Notice.
- In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM alongwith the explanatory statement and Annual Report 2021-22 are also available on the website of the Company at www.digvijaycement.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorized agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English Language - All India edition) and Financial Express (Gujarati Language).

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2021-22 and Notice of the 77<sup>th</sup> AGM of the Company, may send request







to the Company's email address at <a href="mailto:investors.sdccl@digvijaycement.com">investors.sdccl@digvijaycement.com</a> mentioning Folio No./ DP ID and Client ID.

- 9. The Members can join the AGM through VC / OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through electronic mode will be made available for 1,000 members on first come first served basis. It may be noted that the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors are allowed to attend the AGM without restriction on account of first come first served basis.
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 11. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors.sdccl@digvijaycement.com from Monday, 13th June, 2022 (9:00 a.m. IST) to Thursday, 16th June, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session. Hence, Members are encouraged to send their questions/queries in advance to the Company at investors.sdccl@digvijaycement.com on or before Thursday, 16th June, 2022, which would be replied by the Chairman at the time of the meeting. For this purpose, it would not be necessary to register as speaker.
- 12. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, 13th June, 2022 through e-mail at investors.sdccl@digvijaycement.com. The same will be replied by the Company suitably during 77th AGM.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 14th June, 2022 to Monday, 20th June, 2022 (both days inclusive).
- Final Dividend on Company's Equity shares for the year ended 31<sup>st</sup> March, 2022, as recommended by the Board

of Directors, if approved at the AGM, will be payable (subject to deduction of tax at source) as under:

- i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Monday, 13th June, 2022.
- ii) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Monday, 13<sup>th</sup> June, 2022.

The Final Dividend, if approved, will be payable by 27<sup>th</sup> June, 2022.

15. As per the provisions of the Act, dividends that are unclaimed/unpaid for a period of seven (7) years from the date of their transfer to the unclaimed/unpaid dividend account are required to be transferred to the Investor Education and Protection Fund ('IEPF') administered by the Central Government.

Further, pursuant to the provisions of Section 124 of the Act read with the relevant Rules made thereunder, shares on which dividend has remained unpaid or unclaimed for seven (7) consecutive years shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

The Company currently has no unclaimed dividends that need to be transferred to the Investor Education & Protection Fund (IEPF), since dividend was declared by the Company for the year 2019-20 after a gap of almost 33 years.

The due dates for transfer of unclaimed and unpaid dividends are as under:

Financial year ended	Date of declaration of dividend	Due date for transfer to IEPF
2019-20	30 <sup>th</sup> June, 2020	6 <sup>th</sup> August, 2027
2020-21	18 <sup>th</sup> June, 2021	24 <sup>th</sup> July, 2028
2021-22 (Interim Dividend)	27 <sup>th</sup> October, 2021	3 <sup>rd</sup> December, 2028

Members who have not encashed their dividend warrants/ demand drafts so far in respect of the aforesaid periods, are requested to make their claims to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company having its address at C-201,247 Park, LBS Marg, Vikhroli (West) Mumbai – 400 083, ('RTA'/ 'Link Intime')



or to Company, well in advance of the above due dates. Pursuant to the provisions of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2022 on the website of the Company at <a href="https://www.mca.gov.in.">www.digvijaycement.com</a> and also on the website of the Ministry of Corporate Affairs at <a href="https://www.mca.gov.in">www.mca.gov.in</a>.

16. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc.

In order to receive the dividend without any delay, the Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR – 1' along with the original cancelled cheque bearing the name of the Member to Link Intime / Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs before Monday, 13th June, 2022.

- 17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link intime having address at Link Intime India Private Limited, C-201, 247 Park, LBS Marg, Vikhroli (West) Mumbai 400 083, in case the shares are held by them in physical form.
- 18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
- 19. As per the provisions of Section 72 of the Act, facility for making nomination is available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download

the Nomination Form from the Company's website at <a href="https://digvijaycement.com/investors">https://digvijaycement.com/investors</a>. Members holding shares in demat mode should file their nomination with their DPs for availing this facility.

- In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 21. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address:

Link Intime India Private Limited (Unit: Shree Digvijay Cement Company Limited) C-201,247 Park, LBS Marg, Vikhroli (West) Mumbai – 400 083

If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective DPs.

- 22. Pursuant to the Income Tax Act, 1961 as amended, dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source on dividend paid to the Members at the prescribed rates. The Members of the Company are requested to kindly go through the important communication of the Company with respect to deduction of tax at source on dividend which is available on the Company's website at https://digvijaycement.com.
- 23. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders can upload the aforesaid documents, as applicable, on the following link https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html on or before 16th June, 2022 to enable the Company to determine the appropriate TDS rates. To avail the benefit of non-deduction of tax at source. Shareholders also write mav rnt.helpdesk@linkintime.co.in by 11:59 p.m. IST on Monday, 13th June, 2022. No communication on the tax determination/deduction received post 16th June, 2022 shall be considered for payment of the Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No







Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> or to <a href="mailto:investors.sdccl@digvijaycement.com">investors.sdccl@digvijaycement.com</a>. The aforesaid declarations and documents need to be submitted by the Shareholders by 11:59 p.m. IST on Monday, 13th June, 2022.

- 24. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, SS-2 issued by the ICSI and Regulation 44 of the Listing Regulations read with the MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice.
- 25. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the AGM and holds shares as on the cut-off date, i.e. Monday, 13th June, 2022, may obtain the User ID and password by sending a request to NSDL at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/Password' or 'Physical User Reset Password' option available at www.evoting.nsdl.com
- 26. The Company's Statutory Auditors, M/s BSR & Associates LLP, were appointed as Statutory Auditors of the Company for a period of five (5) consecutive years at the 73<sup>rd</sup> AGM held on 7<sup>th</sup> September, 2018, on the remuneration to be determined by the Board of Directors. Pursuant to the Companies (Amendment) Act, 2017, effective from 7<sup>th</sup> May, 2018, it is no longer necessary to seek the ratification of the Shareholders for continuance of the above appointment. Hence, the Company is not seeking the ratification of the Shareholders for the appointment of the Statutory Auditors.
- 27. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their Members in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register

their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at <a href="https://www.digvijaycement.com">www.digvijaycement.com</a>. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

- 28. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The aforesaid communication is available on the website of the Company. Attention of the Members holding shares of the Company in physical form is invited to go through the said important communication under the weblink at <a href="https://www.digvijaycement.com/investors-centre/">https://www.digvijaycement.com/investors-centre/</a>.
- 29. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Exchange of share certificate;

Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the website at https://digvijaycement.com.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/issuance of equity shares in physical form have been disallowed by SEBI.

30. Instructions for e-voting and attending the AGM through VC/OAVM are annexed to this Notice.

By Order of the Board

Suresh Kumar Meher Vice President (Legal) & Company Secretary ACS No.:16938

Place: Digvijaygram Date: 13<sup>th</sup> May, 2022

## KAMAL

#### SHREE DIGVIJAY CEMENT COMPANY LIMITED

#### **EXPLANATORY STATEMENT:**

## [Pursuant to Section 102 of the Companies Act, 2013 ("Act")]

As required by Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 & 5 of the accompanying Notice dated 13<sup>th</sup> May, 2022.

#### Item no.4

#### Remuneration to Executive Chairman:

The Members of the Company on 5th August, 2019, had appointed Mr. Anil Singhvi as the Executive Chairman of the Company for a tenure of five years effective from 1st April, 2019 to 29th April, 2024. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Anil Singhvi was approved for a period of three years w.e.f. 30th April, 2019. The Board of Directors of the Company has at their meeting held on 27th January, 2022, on recommendation of Nomination and Remuneration Committee, recommended fixation of revised remuneration amounting to Rs. 30,048,000/- (Rupees Three Crores Fourty Eight Thousand) per annum effective from 1st April, 2022. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the revised remuneration payable to Mr. Anil Singhvi as the Executive Chairman of the Company for the period from 1<sup>st</sup> April, 2022 till remaining period of his current tenure as per details as follows:

- a) Emoluments: Effective from 1<sup>st</sup> April, 2022 for remaining period of Mr. Singhvi's tenure i.e. upto 29<sup>th</sup> April, 2024, Rs. 30,048,000/- (Rupees Three Crores Fourty Eight Thousand) per annum, on the following terms and conditions:
  - Basic Salary: Rs. 14,400,000/- (Rupees One Crore Fourty Four Lakhs) per annum, with such variation / increase from time to time as the Board/Committee of Directors may decide.
  - Special Allowance: Rs. 13,200,000/- (Rupees One Crore Thirty-two Lakhs) per annum, with such variation / increase from time to time as the Board/ Committee of Directors may decide.
  - 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].
  - **Gratuity -** @ 5% of the basic salary.

All other terms and conditions of appointment of Mr. Anil Singhvi as Executive Chairman of the Company and other benefits as mentioned in Shareholders Resolution and Explanatory Statement dated 5<sup>th</sup> August, 2019 will remain unchanged.

Mr. Anil Singhvi is interested in this resolution since it relates to his remuneration.

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.

This explanation together with the accompanying notice is and should be treated as an abstract of the terms of payment of remuneration as mentioned above as per Section 190 of the Companies Act, 2013. Statement containing Information required to be under Clause (iv) of the Second Proviso to Section II of Part II of Schedule V of the Companies Act, 2013 is also attached herewith which also forms part of this Explanatory Statement. The Company proposes to pay the remuneration disclosed in the Resolution and Explanatory Statement as minimum remuneration to Mr. Singhvi in case of absence or inadequacy of profit in any of the financial years during the tenure of his position. It is also disclosed that at the time of obtaining this approval of the members of the Company, the Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors.

The Board of Directors (or any committee thereof) has also been conferred power 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, allowances and other benefits payable to Mr. Anil Singhvi.

A copy of the document setting out revised terms and conditions of remuneration of Mr. 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, India, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Monday, 20th June, 2022 (i.e. the date of AGM) excluding Saturdays and shall also be uploaded on the website of the Company at https://www.digvijaycement.com/.

The Board commends the Special Resolution at Item No.4 of the accompanying Notice for approval by the Members of the Company.

#### Item no. 5

#### Ratification of Remuneration to Cost Auditor

The Board of Directors at their meeting held on 27th April,2022, on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Kiran J Mehta & Co, Cost Accountants, Ahmedabad as the Cost Auditors to conduct the audit of Cost records of the Company for the financial year ending on 31st March, 2023 on a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand) plus out of pocket expenses actually incurred for the purpose of such audit.







In accordance with the provisions of Section 148(3) of the Companies Act, 2013 ("Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

Kiran J Mehta & Co. has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous years under the provisions of the Act.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for remuneration to the Cost Auditor for the financial year ending on 31st March, 2023.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution.

The Board recommends adoption of resolution set out at Item No. 5 of the accompanying Notice of Annual General Meeting as an ordinary resolution.

By Order of the Board

Suresh Kumar Meher Vice President (Legal) & Company Secretary ACS No.:16938

Place : Digvijaygram
Date : 13<sup>th</sup> May, 2022

### A STATEMENT GIVING ADDITIONAL DETAILS OF THE DIRECTORS SEEKING APPOINTMENT AND REAPPOINTMENT AS SET OUT AT ITEMS NO. 3 & 4 OF THE NOTICE:

Details of Director(s) seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of Directors:	Mr. Anil Singhvi	
Director Identification Number (DIN)	00239589	
Date of Birth	30 <sup>th</sup> June, 1959	
Nationality	Indian	
Date of Appointment	30 <sup>th</sup> April, 2019	
Qualification	FCA	
Expertise in specific functional area	Finance, Corporate Strategy, Project & General Management.	
List of the directorships held in other companies*	IDFC Limited, Subex Ltd., Institutional Investor Advisory Services India Ltd., Kidderpore Holdings Ltd., Asset Care & Reconstruction Enterprise Ltd.	
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	IDFC Ltd.: Chairman – Audit Committee Chairman – Stakeholders Relationship Committee Subex Ltd.: Member – Audit Committee Member – Stakeholders Relationship Committee	
Number of Board Meetings attended during the year 2021-22	4 (four)	
Relationships between Directors Inter-Se	None	
No. of Shares held in the Company	11,69,492	
Remuneration details (Including Sitting Fees & Commission) during the financial year	As per details described in Notice and Explanatory Statement	

<sup>\*</sup>Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

Details of core skills and expertise of the Board of Directors have been given in Corporate Governance Report included in this Annual Report, which forms part of Directors' Report.



THE INFORMATION REQUIRED UNDER CLAUSE (iv) OF THE SECOND PROVISO TO SECTION II OF PART - II OF SCHEDULE V OF THE COMPANIES ACT, 2013 IS GIVEN BELOW:

#### I. General Information:

- 1. Nature of Industry: Cement
- Date or expected date of commencement of commercial production: 1949
- 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 Rs. Lakhs)

Particulars	2021-22	2020-21	2019-20
Total Income	63,333	50,914	47,209
Profit Before Interest, Depreciation & Tax (EBITDA)	12,106	11,137	10,316
Profit Before Tax	8,820	8,294	7,657
Profit After Tax	5,529	5,399	5,643
Dividend percentage	35% (including 15% Interim Dividend)	25%	15%

# Foreign investments or collaborations, if any:NA The holdings of Foreign Institutional Investors (FII) & NRI's as on 31st March, 2022 are 2.34% of the equity share capital.

#### II. Information about the appointee:

#### 1. Background details:

Mr. Anil Singhvi, Chartered Accountant, has several decades of experience in managing and running large corporates, including, long experience in cement industry in India. He is well experienced in finance, corporate strategy, project management and general management aspects in India and abroad.

#### 2. Past Remuneration:

Mr. Anil Singhvi has been associated with the Company since 30<sup>th</sup> April, 2019 and remuneration with his past employer is not comparable. During the financial year ended 31<sup>st</sup> March, 2022, he was paid total remuneration Rs.2,48,28,000/- by the Company.

#### 3. Recognition or award:

Mr. Singhvi was awarded Entrepreneur Finalist Award by EY in 2006, and best CFO award by ET.

#### 4. Job Profile and his suitability:

Mr. Anil Singhvi has vast experience in managing and running large corporates, including, long experience in cement industry in India. He is a Chartered Accountant and having outstanding professional career. Considering his vast experience and expertise, the Board considers him suitable for the position of Executive Chairman, subject to Shareholders' approval, of the Company.

#### 5. Remuneration Proposed:

As stated in the Explanatory Statement of the Notice of the 77<sup>th</sup> Annual General Meeting.

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

The remuneration offered to Mr. Anil Singhvi is 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:

Except for the remuneration drawn, 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:

#### Reasons of loss or inadequate profits: Not Applicable.

Currently, Company's profits are adequate to pay managerial remuneration. Inadequacy of profits in past years is mainly attributable to slowdown of Indian economy, pressure on cement prices, competition, and increased cost of raw materials, increased costs of power and fuels.

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

To mitigate the adverse impact and reduce cost and increase realizations, the Company consistentlyadopt and implement various measures, which has contributed to Company performance and growth to a great extent.

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

The Company has made substantial investment in plant for stabilizing the operations & plant 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 2022-23. The disclosures in respect of remuneration package and other details of all the Directors for financial year 2021-22 were provided at appropriate places in the Corporate Governance Report annexed to the Directors' Report of financial year 2021-22.
- The Company has implemented SDCCL Employee Stock Option Plan 2019 ("ESOP Plan") in 2019. However, no stock options are granted to Mr. Anil Singhvi under the ESOP Plan.

- 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 27th April, 2022. 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	7,024,048	4.88	Designated Partner
ii.	Ican Investments Advisors Private Limited	3,229,530	2.24	Director
iii.	Mrs. Nishi Anil Singhvi	500,000	0.35	Wife
iv.	Mr. Anil Singhvi	1,169,492	0.81	Self
	Total	11,923,070	8.28	

This Notice along with explanatory statement is and should be considered as an abstract of the terms of the remuneration and remuneration of Mr. Anil Singhvi as Executive Chairman of the Company, for a further period effective from 1<sup>st</sup> April, 2022 till the remainder tenure of his term, subject to approval of shareholders of the Company and memorandum as to nature of concern or interest of the Directors in the said remuneration.



#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Thursday, 16<sup>th</sup> June, 2022 at 9:00 A.M. (IST) and ends on Sunday, 19<sup>th</sup> June, 2022 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 13<sup>th</sup> June, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being 13<sup>th</sup> June, 2022.

#### How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz.  https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting.	
	<ol> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>	
	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting & voting during the meeting.	
	4. Shareholders/Members can also download NSDL Mobile App " <b>NSDL Speede</b> " facility by scanning the QR code mentioned below for seamless voting experience.	
	NSDL Mobile App is available on	

18 77th Annual Report 2021-22







Type of shareholders	Login Method	
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.	
	<ol> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> </ol>	
	3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>	
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="www.cdslindia.com">www.cdslindia.com</a> 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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.	
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 or joining virtual meeting & voting during the meeting.	

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022- 23058542-43

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: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.
- 2. 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 <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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 user 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.nsdl.com.
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
- 2. Select "EVEN" of Company, which is 119901 for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- 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.co.in. 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 <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at <a href="https://evoting.nsdl.co.in">evoting.nsdl.co.in</a>

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:

- 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 <a href="mailto:investors.sdccl@digvijaycement.com">investors.sdccl@digvijaycement.com</a>
- 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 your respective depository participants. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
- 3. Alternatively shareholder/members may send a request to <u>evoting@nsdl.co.in</u> for procuring user id and password for e-voting by providing above mentioned documents.
- 4. In terms of SEBI circular dated 9<sup>th</sup> December, 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.



#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- 1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- 2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
- 3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2. Members are encouraged to join the Meeting through Laptops for better experience.
- 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors.sdccl@digvijaycement.com. The same will be replied by the company suitably.

22 77th Annual Report 2021-22