



75th  
Annual Report  
2019-20

75 years of  
Cementing India

SHREE DIGVIJAY  
CEMENT CO. LTD.

# TABLE OF CONTENTS

Shree Digvijay Cement Co. Ltd stands to be a trusted building materials organization creating value for all our stakeholders through Excellence. Over the last 75 years, we have strived untiringly, in our own humble way to create long term value and Excellence through:

- Customer Delight
- Empowering People
- Building Trusted Partnerships
- Sustainable Business Practices

Our values are best represented by our continuous efforts to UPRISE.

UNITY –	We are one company, one team, creating immense value for our stakeholders.
PEOPLE –	We value people by respecting all individuals and their contributions.
RESPONSIBILITY –	We are accountable for all our actions, and committed to transparency.
INNOVATION –	We value innovation in pursuit of excellence.
SUSTAINABILITY –	We believe in sustainable and socially responsible practices.
ETHICS –	We value integrity and good governance.

Chairman's Statement

Board of Directors

Corporate Information

10 Years Financial Highlights & Key Financial Indicators

1 | Notice

Directors' Report | 9

25 | Management Discussion & Analysis |

Corporate Governance Report | 31

48 | Business Responsibility Report

Independent Auditor's Report | 58

64 | Balance Sheet

Statement of Profit & Loss | 65

66 | Cash Flow Statement

Statement of Change in Equity | 68

69 | Notes to the Financial Statement

# CHAIRMAN'S STATEMENT



Dear Fellow Members,

Trust you and your dear ones are doing well and keeping good health.

It gives me immense pleasure to share few thoughts with you about our Company, on completion of 75 years.

It's very rare to find companies remaining alive and relevant, leave alone profitable and looking at growth on their 75<sup>th</sup> Anniversary. It is a matter of pride for all of us and more so when our Company has delivered its best ever performance.

There couldn't have been a more momentous occasion for the Board of Directors of your Company to propose a dividend and I am happy to share that they were extremely pleased to recommend for your approval, Dividend of 15%, after a gap of 33 years. A commendable feat indeed, this was made possible only by the sheer hard work and belief of our management team, I will dwell on this in detail a little later.

As you all are aware it was just about a year back, there was a change of control of the Company wherein Votorantim Cimentos sold its stake to one of the most known and reputed private equity firms in India-True North (TN). TN has many diverse businesses under their fold and are known for their business acumen, ethics and value creation. We are happy that the Company has after a long time come under active management style of functioning. Private Equity is growth oriented, value creating funds always seeking and striving for value enhancement.

I am sure, you would have observed from the financial results of past 12 months, we have constantly and continuously worked towards creating value for all stakeholders. Your Company is one of the oldest cement companies in India, almost a pioneering efforts by its founders. It had a good fortune to have been inaugurated by one of the tallest leaders of our country- Sardar Vallabhbhai Patel. It was the vision of the founders to not only set up cement plant but also to have in place other infrastructures like captive jetty, railway siding and it was one of the pioneers of transporting cement/clinker by sea transport. It was also first one to have a split location- cement / clinker plant at Sikka and a Cement grinding plant in Siwari, in the heart of Mumbai. Over the period due to variety of reasons most of the advantages were lost, but I firmly believe that in every adversity lies an opportunity. We are now constantly working to see how we can revive most of these critical assets into a new business opportunities. We have lots of ideas to add value to our business and as we go along we will unfold them.

Currently, all over the globe we are going through our most challenging times due to Pandemic COVID-19. It has changed and challenged the way we look at life and businesses. Nature is playing its invisible hand leaving us bewildered. Like every one else, we were also impacted, our operations were closed from 25<sup>th</sup> March, 2020, as per the lock down directives. We were fortunate that Sikka and Jamnagar did not have many cases and we could start our operations from 10<sup>th</sup> April. Gradually markets are opening up and at the time of writing this note to you we still have many parts of Gujrat and India closed posing challenge for businesses and economy. Our challenge is manifold- demand still struggling to come back, dependence on construction labour- most of them being migrating labour, and logistics. Cement demand is expected to be low for the most part of the year due to huge disruption in construction activity.

I am a great believer in mankind's innate ability to strive back and create new opportunities.

Agriculture and construction are key constituents of employing over 70% of our population-directly and indirectly, and over 25% of GDP. It's just incumbent upon us that we lay enough emphasis this year on these two economic activities to re-employ our millions of brothers and sisters and create a new order. It's the moment to seize this opportunity and pull the economy back on rails. More than ever before, agriculture and rural economy will play a pivotal role in bringing the cheer back on gloomy faces of our country.

Cement industry plays a very important and pivotal role in every developing economy and in current context more so. It could be a huge opportunity for us to use this calamity as an opportunity to start building infrastructure at all levels and more so in health care sector. We, as nation seemed to have failed in recognising our need for a robust health care system. COVID-19 made us realise yet again that we are most vulnerable with congenial Heart Disease and Diabetes patients, and this pandemic left them in very poor state. it's still not too late for us to invest heavily in our health care infrastructure. Another area which deserves huge impetus is- Affordable Housing. It should be taken up as mission for every citizen to have his/ her own house to build a truly aatmanirbhar India and every effort should be made to realize this mission.

We are fortunate to have an Industry leading team lead by Rajeev Nambiar, they have demonstrated during last one year that they are second to none. Though your Company is perhaps the smallest in the industry but their zeal, hard work and quick thinking on feet have given us one of best returns on capital. Our industry is known for huge capital needs and often poor return on capital due to intense competition and sometimes unabated desire to grow. We at, SDCC, are very clear, we will grow but not blindly and will always keep the return on capital as our base case. We are exploring many avenues to get the best return from our existing capacities and infrastructure, at the same time, making all our efforts to secure Limestone- key to our growth. We will share with you once the plans are finalised in that direction. This coming year has lots of uncertainties and it's a good time to reflect on how to conserve capital and reduce costs and look for savings to boost earnings.

The lock down surely helped us in reducing the severity of COVID-19 but on flip side it has taken a huge toll on economy which will take a while before recovering. Similarly, the society has taken a huge toll, be it unfortunate deaths of young lives while travelling back home or loss of jobs of self employed daily wage earners. They are the biggest sufferers of this pandemic. There are many steps we can take as society with the help of NGOs and Government to rebuild our societies and our echo system of peace and harmony. We need to once again learn to respect Environment, keep it the way nature wants it to be.

Let's hope and pray that India emerges as a strong nation post this very unforeseen and unfortunate pandemic. We all have a role to play and I am sure we all will rise to the occasion to help re-build scarred society & Economy soon.

I wish you and family safe all the time.

Best Regards,

Yours sincerely,  
**Anil Singhvi**

## BOARD OF DIRECTORS



**Mr. Anil Singhvi**  
Executive Chairman

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 38 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.



**Mr. Mahesh Gupta**  
Independent Director

Mr. Mahesh Gupta, Group Advisor at Ashok Piramal Group, oversees all businesses of the Group which comprises of real estate, textiles, cutting tools and renewable energy. Mr. Gupta has about 4 decades of professional experience in the areas of Business Management and all dimensions of finance, M&As. He had also been associated with Piramal Enterprises Ltd. for about 17 years, and with RPG group as Group CFO and Management Board Member. Mr. Gupta has received a number of recognitions for his business acumen including the CFO of the Year Award. He is also on the Board of several other public listed companies.



**Ms. Mini Menon**  
Independent Director

Ms. Mini Menon is the Co-Founder and Editor of Live History India, a first of its kind digital platform focussed on creating and putting out globally benchmarked, multi-media content on Indian history and cultural legacy. An award winning journalist and author, she has reported on the changing face of politics and business in India for the last 19 years. Her last assignment was as Executive Editor of Bloomberg TV India. Prior to that, Ms. Menon has worked in key roles, setting up and running channels like Times Now & UTVi. She was also part of the core team at CNBC — TV18. A History student from St Stephen's College, Delhi University, Ms. Menon has done her Masters in Communication Studies from the University of Poona and was also a Chevening Scholar.



**Mr. Satish Kulkarni**  
Independent Director

Mr. Satish Kulkarni was appointed as Additional Director in the category of Independent Director by the Board of Directors effective from 2<sup>nd</sup> June, 2020. He was Chairman on the Board of SCIB PAINTS, responsible to steer the Board of Egyptian subsidiary of Asian Paints Group. Mr. Kulkarni joined Asian Paints Ltd. in the year 1993 and held various positions at Asian Paints. He has rich experience in B2B business, consumer services, channel sales, brand management and marketing. He is a B.E (Electronics) from Walchand College of Engineering, Sangli; and PGDBM from IIM, Ahmedabad.



**Mr. Pramod Kabra**  
None Executive Director

Mr. Pramod Kabra joined True North in 2007 and is based in Mumbai. He is closely involved in supporting and building True North companies across different sectors including Consumer, Logistics and Financial services. Mr. Kabra is a Bachelor of Commerce and a qualified Chartered Accountant. He had earlier worked with Unilever for 23 years, gathering a wide ranging experience in strategy, finance, M & A, supply chain and innovations. He held various leadership positions including that of head of treasury for Asia and Africa region and Board member of the Global Home Care Category Team.



**Mr. K.K. Rajeev Nambiar**  
CEO & Managing Director

Mr. Rajeev Nambiar has a rich experience of over 26 years in the cement industry. Prior to joining the Company he was Head of Operations of ACC Limited at its Jamul unit and was associated with ACC for about 20 years. At ACC, He was also responsible for different roles in Operations, Technical area, Engineering, Human Resources, Commercial and Logistics. Some of his outstanding achievements in that organization included the commissioning of largest kiln at ACC Wadi. He is B.E. (Mechanical Engineering) from the National Institute of Technology, Suratkal. He has also done Executive leadership and transformational leadership programmes from IIMA and IMD Luzane Switzerland.

## CORPORATE INFORMATION

### BOARD COMMITTEES

#### Audit Committee

- 1) Mr. Mahesh Gupta (Chairman)
- 2) Ms. Mini Menon
- 3) Mr. Pramod Kabra

#### Nomination & Remuneration Committee

- 1) Mr. Mahesh Gupta (Chairman)
- 2) Mr. Anil Singhvi
- 3) Ms. Mini Menon
- 4) Mr. Pramod Kabra

#### Stakeholders' Relationship Committee

- 1) Ms. Mini Menon (Chairman)
- 2) Mr. Pramod Kabra
- 3) Mr. Anil Singhvi

#### Corporate Social Responsibility Committee

- 1) Mr. Anil Singhvi (Chairman)
- 2) Mr. Pramod Kabra
- 3) Ms. Mini Menon
- 4) Mr. K.K. Rajeev Nambiar

### CHIEF FINANCIAL OFFICER

Mr. Vikas Kumar

### COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Suresh Kumar Meher

### OTHER SENIOR MANAGEMENT TEAM

Mr. Deepak R Dave – Sr. VP (Marketing)  
Mr. P.R. Singh – VP (Marketing)  
Mr. T.L. Narendran – VP (Project & Procurement)  
Dr. Girish Mehta – VP (HR & Logistics)  
Mr. R. Krishnakumar – VP (Manufacturing)

### AUDITORS

B S R & Associates LLP  
Chartered Accountants

### COST AUDITORS

M/s Kiran J Mehta & Co.

### INTERNAL AUDITORS

M/s. RSM Astute Consulting Pvt. Ltd.

### SECRETARIAL AUDITORS

M/s Manoj Hurkat & Associates

### REGISTRAR AND TRANSFER AGENT

Link Intime India Pvt. Ltd.

### REGISTERED OFFICE

P.O. Digvijaygram -361 140  
Via. Jamnagar (Gujarat)  
Telephone : (0288) 2344 272 -2344 275  
Fax No. : (0288) 2344 092 & 2344 214  
Website :www.digvijaycement.com

### CORPORATE IDENTIFICATION NUMBER

L26940GJ1944PLC000749

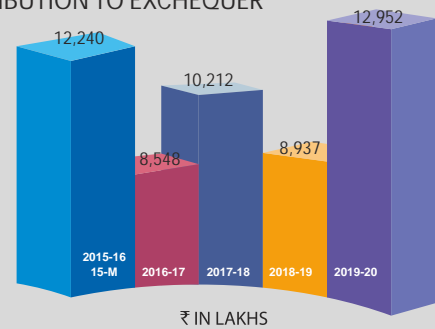


# 10 YEARS FINANCIAL HIGHLIGHTS

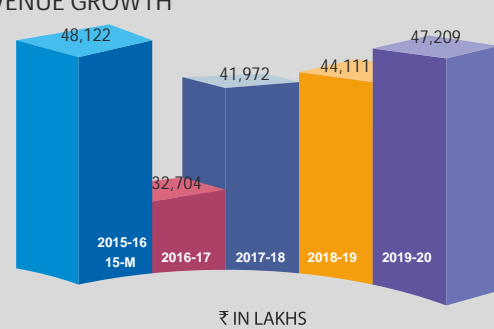
(All Amounts are in Rs. Crores, unless otherwise stated)										
	IND AS				PREVIOUS GAAP					
OPERATING RESULTS	Mar '20 12 mths	Mar '19 12 mths	Mar '18 12 mths	Mar '17 12 mths	Mar '16 15 mths	Dec '14 12 mths	Dec '13 12 mths	Dec '12 12 mths	Dec '11 12 mths	Dec '10 12 mths
Total Revenue (Net of Excise Duty/ Net of GST)	472.09	441.11	419.72	327.04	481.22	421.18	337.84	391.99	338.61	298.37
Material Cost	81.52	99.01	102.68	69.23	105.55	117.77	83.67	79.14	65.66	36.95
Employee Benefit Expenses	34.39	28.99	26.94	26.27	34.69	23.32	21.93	23.53	22.29	21.70
Power & Fuel Cost	139.09	154.56	119.73	101.80	151.30	132.94	129.79	147.57	134.71	131.18
Other Expenses	113.94	127.38	116.17	109.92	145.43	122.23	107.18	92.06	96.14	84.30
Depreciation and Amortisation	24.80	23.99	22.88	22.19	25.80	14.10	13.19	9.87	10.07	9.38
Finance Cost	1.78	3.86	10.69	11.47	13.20	7.17	2.63	1.04	0.29	0.34
Profit Before Tax and Exceptional Items	76.57	3.32	20.63	-13.84	5.25	3.65	-20.55	38.78	9.45	14.52
Exceptional Items	-	-	-	-	-	-	14.14	-12.15	-	12.46
Tax Expense	20.14	1.26	7.26	-4.79	-	-	0.83	9.67	-	1.06
Profit After Tax and Exceptional Items	56.43	2.06	13.37	-9.05	5.25	3.65	-35.52	41.26	9.45	1.00
Other Comprehensive Income	-0.41	-0.85	0.90	-0.21	-	-	-	-	-	-
Total Comprehensive Income for the year/period	56.02	1.21	14.27	-9.26	5.25	3.65	-35.52	41.26	9.45	1.00
Earning Per Share - Basic	3.99	0.15	0.95	-0.64	0.37	0.26	-2.51	2.92	0.67	0.07
Earning Per Share - Diluted	3.96	0.15	0.95	-0.64	0.37	0.26	-2.51	2.92	0.67	0.05
Dividend Rs. Per Share	1.50	-	-	-	-	-	-	-	-	-
ASSETS EMPLOYED										
Fixed Assets (Net)	197.34	204.09	208.24	217.13	216.59	210.14	173.29	174.39	176.41	128.01
Other Assets (Net)	182.45	155.85	142.28	160.88	197.20	150.76	147.16	155.25	117.09	111.94
Total Assets	379.79	359.94	350.52	378.01	413.79	360.90	320.45	329.64	293.50	239.95
FINANCED BY										
Share Capital	141.38	141.38	141.38	141.38	141.38	141.38	141.38	141.38	141.38	141.38
Other Equity	135.02	78.34	77.13	62.86	56.96	51.71	48.06	83.58	42.32	32.88
Total Equity	276.40	219.72	218.51	204.24	198.34	193.09	189.44	224.96	183.70	174.26
NUMBER OF EQUITY SHARES (IN LACS)	1,413.74	1,413.74	1,413.74	1,413.74	1,413.74	1,413.74	1,413.74	1,413.74	1,413.74	1,413.74

## KEY FINANCIAL INDICATORS

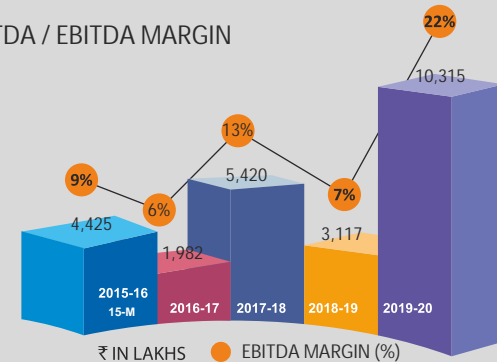
CONTRIBUTION TO EXCHEQUER



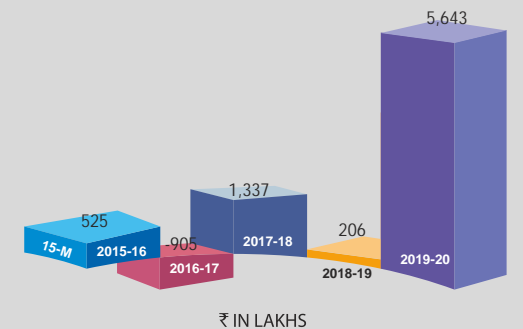
REVENUE GROWTH



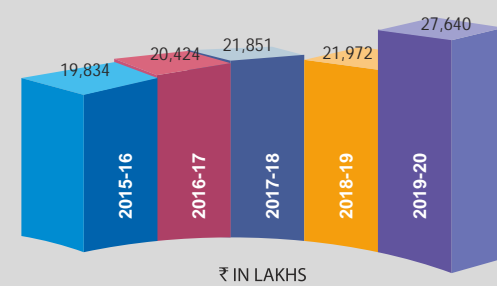
EBITDA / EBITDA MARGIN



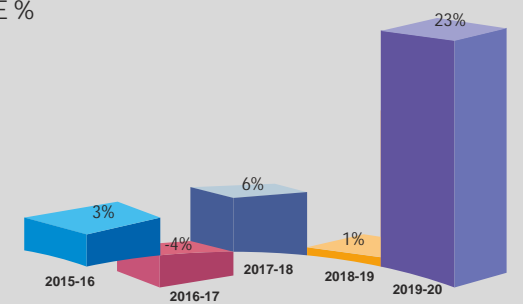
PAT



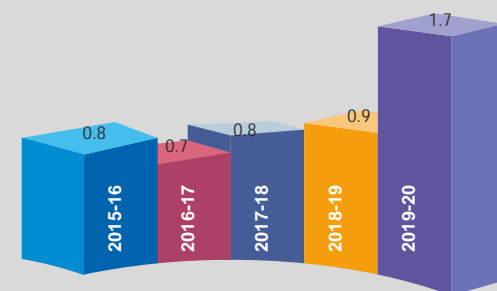
NET WORTH



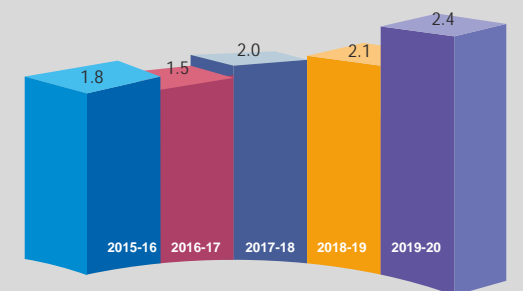
ROE %



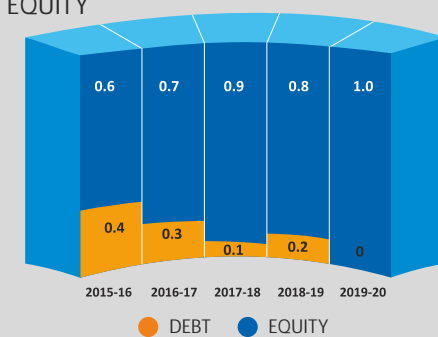
WORKING CAPITAL RATIO



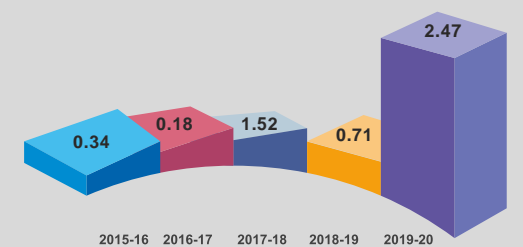
FIXED ASSETS TURNOVER RATIO



DEBT / EQUITY



DEBT SERVICE COVERAGE RATIO



REMARKABLE

75  
YEARS OF  
KAMAL  
CEMENT

A milestone that  
makes us celebrate  
and introspect  
the Company's  
journey so far

## NOTICE

### NOTICE

NOTICE is hereby given that the Seventy-Fifth Annual General Meeting of the Members of **SHREE DIGVIJAY CEMENT COMPANY LTD.** (CIN L26940GJ1944PLC000749) (the "Company") will be held on Tuesday, 30<sup>th</sup> June, 2020 at 3:00 p.m. (IST) through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") facility, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on equity shares of the Company for the financial year ended 31<sup>st</sup> March, 2020.  
*[The Board of Directors of the Company at their meeting held on 14<sup>th</sup> May, 2020 recommended Dividend of Rs. 1.50 per equity share of fully paid up face value of Rs. 10.00 each for the above financial year.]*
3. To appoint a Director in place of Mr. Pramod Kabra (holding DIN 02252403), a Non-Executive & Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

4. **Appointment of Mr. Satish Kulkarni as an Independent Director:**

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 Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Satish Kulkarni (holding DIN 0008741350), who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years i.e. w.e.f. 2<sup>nd</sup> June, 2020 and upto the date of Annual General Meeting in the year 2025 and that he shall not be liable to retire by

rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

#### 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.1,35,000/- (Rupees One lakh thirty five thousand only) 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 are appointed by the Board of Directors on recommendation of the Audit Committee, as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2020-21."

By Order of the Board

Suresh Kumar Meher  
Vice President (Legal)  
& Company Secretary

Place : Ahmedabad  
Date : 2<sup>nd</sup> June, 2020

**Registered Office:**  
**DIGVIJAYGRAM 361 140**  
Via: Jamnagar, Gujarat, India  
CIN: L26940GJ1944PLC000749

Website: [www.digvijaycement.com](http://www.digvijaycement.com)  
Email: [investors.sdcl@digvijaycement.com](mailto:investors.sdcl@digvijaycement.com)

#### NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide circular no. 20/2020 dated 5<sup>th</sup> May, 2020 read with circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and circular No. 17/2020 dated 13<sup>th</sup> April, 2020 (collectively referred to as 'MCA Circulars'), inter alia, permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

Considering social distancing as a pre-requisite to contain spread of COVID-19 and in compliance with the provisions of the above MCA Circulars, the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held

- through VC / OAVM for which detailed instructions are contained in this Notice.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. 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. However, the Institutional / Corporate Shareholders ("Body Corporates") are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and also to cast their votes through e-voting platform.
  3. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Items No. 4 and 5 of the accompanying Notice is annexed hereto.
  4. A statement giving additional details of the Directors seeking appointment/re-appointment at this AGM as set out at Item No. 3 and 4 of this Notice are annexed herewith as required under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
  5. Since the AGM will be held through VC / OAVM, the Route Map of the AGM venue is not annexed to this Notice.
  6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 are available on the website of the Company at [www.digvijaycement.com](http://www.digvijaycement.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (the Authorised 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).
  7. 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 1000 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.
  8. Members attending the AGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  9. 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.sdcl@digvijaycement.com](mailto:investors.sdcl@digvijaycement.com) from 23<sup>rd</sup> June, 2020 (9:00 a.m. IST) to 26<sup>th</sup> June, 2020 (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.
  10. Member may also send their query in writing through [investors.sdcl@digvijaycement.com](mailto:investors.sdcl@digvijaycement.com) on or before 26<sup>th</sup> June, 2020, 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.
  11. 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 23<sup>rd</sup> June, 2020 through email on [investors.sdcl@digvijaycement.com](mailto:investors.sdcl@digvijaycement.com). The same will be replied by the Company suitably.
  12. The Register of Members and Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> June, 2020 to 30<sup>th</sup> June, 2020 (both days inclusive).
  13. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made around 3<sup>rd</sup> July, 2020 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 23<sup>rd</sup> June, 2020.
    - 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 23<sup>rd</sup> June, 2020.

14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Link In-time India Pvt. Ltd., Company's Registrar and Share Transfer Agents ("RTA") for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website [www.digvijaycement.com](http://www.digvijaycement.com).
15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (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 Company's RTA in case the shares are held by them in physical form. Members attention is also invited to SEBI's circular no SEBI/HO/MIRSD/0081/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, pursuant to which the Company has written to shareholders requesting them to furnish details regarding their PAN as also their bank details for payment of dividend, if any, through electronic mode. Those shareholders who are yet to respond to the Company's request in this regard are once again requested to take action in the matter at the earliest.
17. Members holding shares in single name are advised to make a nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with the Company or RTA, whilst those Members holding shares in demat mode should file their nomination with their Depository Participant. The nomination form can be downloaded from the Company's website [www.digvijaycement.com](http://www.digvijaycement.com).
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. 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.

20. At the 73<sup>rd</sup> AGM of the Company held on 7<sup>th</sup> September, 2018, the Members approved appointment of BSR & Associates LLP (BSR), Chartered Accountants, Mumbai (ICAI Firm Registration Number 116231W/W- 100024) as the Statutory Auditors of the Company to hold office from the conclusion of the said Meeting till the conclusion of the 78<sup>th</sup> Annual General Meeting, subject to ratification of their appointment by the Members at every intervening AGM held thereafter. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7<sup>th</sup> May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.
21. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

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 by email to [accounts.sdcl@digvijaycement.com](mailto:accounts.sdcl@digvijaycement.com) by 11:59 p.m. IST on 23<sup>rd</sup> June, 2020. 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 [accounts.sdcl@digvijaycement.com](mailto:accounts.sdcl@digvijaycement.com). The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on 23<sup>rd</sup> June, 2020.

22. **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

Place : Ahmedabad  
Date : 2<sup>nd</sup> June, 2020



#### 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 to 5 of the accompanying Notice dated 2<sup>nd</sup> June, 2020

##### Item no.4

##### Appointment of Mr. Satish Kulkarni as an Independent Director:

Pursuant to the Regulation 25(6) of SEBI (LODR) Regulations, 2015, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 14<sup>th</sup> May, 2020, appointed Mr. Satish Kulkarni (DIN 0008741350) as Additional Director in the category of "Independent Director" effective from 2<sup>nd</sup> June, 2020 to fill the vacancy caused by the resignation of Mr. Kumaresan Arcot, who resigned as independent director from 28<sup>th</sup> January, 2020.

Pursuant to Section 161 of the Companies Act, 2013 and Article 109 of the Articles of Association of the Company, Mr. Satish Kulkarni shall cease to hold his office of Director at the ensuing Annual General Meeting. Notice have been received from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Satish Kulkarni for the office of the Director of the Company.

Pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Satish Kulkarni is proposed to be appointed as an Independent Director of the Company to hold office for a period of 5 years i.e. w.e.f. 2<sup>nd</sup> June, 2020 and upto the date of Annual General Meeting in the year 2025 and he shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

Mr. Satish Kulkarni has also submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and provisions of the SEBI Listing Regulations. The Board has also considered such declarations and has formed opinion that he fulfils the criteria of independence and are independent from management.

In view of the vast experience in the B2B business, consumer services, channel sales, brand management and marketing and other related matter, it is desirable that the Company should avail the benefits of his association with the Company.

In view of the above, the Board recommends adoption of resolution set out at Item No. 4 of the accompanying Notice of Annual General Meeting as an ordinary resolution. Accordingly,

the approval of the Members is sought to appoint Mr. Satish Kulkarni as an Independent Director of the Company.

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

Other details required to be given as per under relevant Regulations of SEBI Listing Regulations and Secretarial Standard on General Meetings are given in the notes to the Notice of the Annual General Meeting.

##### Item no. 5

##### Ratification of Remuneration to Cost Auditor

The Board of Directors at their meeting held on 14<sup>th</sup> May, 2020, 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 31<sup>st</sup> March, 2021 on a remuneration of Rs.1,35,000/- 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 31<sup>st</sup> March, 2021.

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

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.

By Order of the Board

Place : Ahmedabad  
Date : 2<sup>nd</sup> June, 2020

Suresh Kumar Meher  
Vice President (Legal)  
& Company Secretary

#### NOTICE

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

Details of Directors 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. Pramod Kabra	Mr. Satish Kulkarni
Director Identification Number (DIN)	02252403	0008741350
Date of Birth	20 <sup>th</sup> October, 1959	9 <sup>th</sup> January, 1969
Nationality	Indian	Indian
Date of Appointment	30 <sup>th</sup> April, 2019	2 <sup>nd</sup> June, 2020
Qualification	FCA	B.E (Electronics); PGDBM from IIM, Ahmedabad
Expertise in specificfunctional area	He is having expertise in Consumer, healthcare, logistics and financial services	He is having expertise in B2B business, consumer services, channel sales, brand management and marketing.
List of the directorships held in other companies*	1. Atria Convergence Technologies Ltd. 2. Fincare Small Finance Bank Ltd.	NIL
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	NIL	NIL
Number of Board Meetings attended during the year 2019-20	5	Not Applicable
Relationships between Directors Inter-Se	None	None
No. of Shares held in the Company	0	0
Remuneration details (Including Sitting Fees & Commission) during the financial year	Not applicable	Not applicable

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



## INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC / OAVM ARE AS FOLLOWS:

### A. Instructions for Members for remote Voting through Electronic means are as under:

- 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, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility of casting votes using remote e-voting system as well as venue voting on the date of the AGM through services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- The remote e-voting period begins on 27<sup>th</sup> June, 2020 at 10.00 a.m. and ends on 29<sup>th</sup> June, 2020 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 23<sup>rd</sup> June, 2020 may cast their vote electronically. **The remote e-voting module shall be disabled by NSDL for voting thereafter.** Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
- The Board of Directors has appointed Mr. Manoj Hurkat (Membership No. FCS No. 4287), Partner of M/s. Manoj Hurkat & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

#### 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***

- Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

- The details of the process and manner for voting electronically *through NSDL e-Voting system consists of "Two Steps"* as explained herein below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

#### **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 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password 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.nsdl.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.

#### 5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

## NOTICE

#### Details on Step 2 is given below:

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

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of the Company, which is **112964**.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

- Bodies Corporates are required to send scanned copy (PDF/ JPG Format) of the relevant Board or Governing Body 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](mailto:manojhurkat@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 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](http://www.evoting.nsdl.com) to reset the password.
- 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- In case of any grievances connected with facility for e-voting, please contact Mr. Pratik Bhatt (email: [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in)) or at telephone no.: +91-22-24994738) or Ms. Sarita Mote



(email: saritam@nsdl.co.in or at telephone no.: +91-22-24994890) or to NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email : evoting@nsdl.co.in, Tel: 91 22 2499 4738/ 1800-222-990

**Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:**

#### I) Physical Holding :-

Send a request to the RTA of the Company, Link Intime at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) providing 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) for registering email address.

Following additional details need to be provided in case of updating Bank Account Details:

- Name and Branch of the Bank in which you wish to receive the dividend,
- the Bank Account type,
- Bank Account Number allotted by their banks after implementation of Core Banking Solutions,
- 9 digit MICR Code Number,
- 11 digit IFSC Code, and
- a scanned copy of the cancelled cheque bearing the name of the first shareholder.

#### II) Demat Holding :-

Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

#### B. Instructions for Members attending the AGM through VC / OAVM are as under:

- Member will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM provided by NSDL through its platform at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- Members who need assistance before or during the 75<sup>th</sup> AGM, can contact NSDL on their toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact NSDL officials Mr. Pratik Bhatt at designated email ID: [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in) or at telephone nos.: +91-22-24994738, and Ms. Sarita Mote at designated email ID: [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in) or at telephone nos. : +91-22-24994890.
- Members are encouraged to join the Meeting through Laptops or Desktop and having Internet connectivity with good speed for better experience and to avoid any disturbance during the meeting.

## DIRECTORS' REPORT

Dear Shareholders,

Your Board of Directors has immense pleasure in presenting 75<sup>th</sup> Annual Report of Shree Digvijay Cement Co. Ltd. along with audited financial statements for the year ended 31<sup>st</sup> March, 2020.

#### FINANCIAL HIGHLIGHTS:

The financial highlights for the year under report are as under:

(Rs. in lakhs)

Particulars	Current Year Ended 31.03.2020	Previous Year Ended 31.03.2019
<b>Revenue from Operations (Gross) including Other Income</b>	<b>47,209</b>	<b>44,111</b>
Operating Expense	36,894	40,994
Operating Profit (EBITDA)	10,315	3,117
Depreciation / Amortization	2,480	2,399
Interest	178	386
<b>Profit Before Tax</b>	<b>7,657</b>	<b>332</b>
Tax Expenses	2,014	126
<b>Profit for the year</b>	<b>5,643</b>	<b>206</b>
Other Comprehensive Income/(Expense) (OCI)	(41)	(85)
<b>Total Comprehensive Income/ (Expense) for the year</b>	<b>5,602</b>	<b>121</b>
Balance brought forward from previous year	(1008)	(1,129)
<b>Transition impact of Ind AS 116, net of tax</b>	<b>(6)</b>	<b>-</b>
<b>Total Profit/(Loss) Carried Over to Balance Sheet</b>	<b>4,588</b>	<b>(1008)</b>

#### OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

Company's total income for the year stood at Rs. 47,209 lakhs, 7% higher over the previous year driven by comparative higher sales prices.

Profit before tax for the year was Rs.7,657 lakhs as compared to Rs.332 lakhs in previous year. Profit after tax for the year was Rs.5,643 lakhs as compared to Rs. 206 lakhs in the previous year.

The growth was recorded mainly due to higher market realisation, raw material cost optimization, reduction in overall fuel cost and sustainable plant operations.

#### PRODUCTION AND SALES:

(In lakhs MT)

	Current Year Ended 31.03.2020	Previous Year Ended 31.03.2019
<b>Production:</b>		
- Clinker	8.12	8.51
- Cement	9.93	10.57
<b>Sales:</b>		
- Cement	9.83	10.53
- Clinker	-	-

During the year under review, Cement production was 9.93 lakhs MT as against 10.57 lakhs MT in previous year. Clinker production was 8.12 lakhs MT as against 8.51 lakhs MT in previous year. Company's operations were impacted due to lengthy rainy season and further got impacted in the month of March 2020 due to shutdown following nationwide lockdown announced by the Government of India in view of COVID-19 pandemic. The Company has resumed its operations after obtaining permission from competent authorities and further is monitoring the situation closely.

There has not been any change in the nature of the business of the Company.

#### DIVIDEND :

Your Directors are pleased to recommend a Dividend of Rs.1.50/- (i.e. 15%) per equity share of Rs. 10/- each on 14,13,74,278 equity shares for the year ended 31<sup>st</sup> March, 2020, aggregating to Rs.2,120.61 Lakhs, payable to those Shareholders whose names appear in the Register of Members as on the Book Closure / Record Date. This proposed Dividend, after a gap of 33 years, reflect your Company's strong performance and commitment. There is no dividend distribution tax applicable on the Dividend payable.

#### TRANSFER TO RESERVES:

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the year under review.

#### SHARE CAPITAL :

The paid-up Equity Share Capital as on 31<sup>st</sup> March, 2020 was Rs.1,41,37,42,780/-. In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shareholders of the Company have, at their Annual General Meeting held on 5<sup>th</sup> August, 2019, approved increase in Authorised Equity Share Capital of the Company to Rs. 2,50,00,00,000 (Rupees Two Hundred Fifty Crores only) comprising entirely of 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs.10 (Rupees Ten), by reclassification of the Authorised Share Capital from Rs. 2,50,00,00,000 comprising