

SHREE DIGVIJAY CEMENT COMPANY LIMITED

CIN: L26940GJ1944PLC000749

Registered Office: Digvijaygram - 361 140, Via: Jamnagar, Gujarat

Tel. No.: 0288-2344272 -75, Fax No: 0288- 2344092, E-mail: rkm@vceaa.com Website: www.digvijaycement.com

Serial No.

BALLOT FORM (in lieu of e-voting)

1. Name(s) of Member(s) :
(including Jointholders, if any)
2. Registered Address of the :
Sole / First Named Member
3. Registered Folio Number / DPID / :
Client ID
4. Number of Shares held :

I/ We hereby exercise my/our vote(s) in respect of the Resolutions to be passed for the business stated in the Notice dated 26th March, 2015 convening the Annual General Meeting of the Company to be held on **Wednesday, 20th May 2015** by conveying my/our assent or dissent to the said Resolutions by placing the tick(✓)mark in the appropriate box below:

| Item No. | Description | Type of Resolutions | No. of Equity Shares | I/We assent to the Resolution (For) | I/We dissent to the Resolution (Against) |
|----------|---|---------------------|----------------------|-------------------------------------|--|
| 1 | Adoption of audited financial statement of the Company for the year ended 31 st December 2014. | Ordinary Resolution | | | |
| 2 | Re-appointment of Mr. Sven Erik Ooppelstrup Madsen as a Director of the Company | Ordinary Resolution | | | |
| 3 | Appointment of M/s. Price Waterhouse, Statutory Auditors of the Company | Ordinary Resolution | | | |
| 4 | Appointment of Mr. A. K. Chhatwani as an Independent Director of the Company | Ordinary Resolution | | | |
| 5 | Appointment of Mr. A. Kumaresan as an Independent Director of the Company | Ordinary Resolution | | | |
| 6 | Appointment of Mr. Persio Morassutti as a Director of the Company- Liable to retire by rotation | Ordinary Resolution | | | |
| 7 | Appointment of Ms. Meike Albrecht as a Director of the Company- Liable to retire by rotation | Ordinary Resolution | | | |
| 8 | Ratification of remuneration to M/s Kiran J. Mehta & Co., Cost Auditors | Ordinary Resolution | | | |
| 9 | Related Party Transactions | Special Resolution | | | |

Place:

Date:

Signature of the Member(s)

E-VOTING DETAILS

| EVSN | User ID | Password* |
|------|---------|-----------|
| | | |

*Please use your existing password.

INSTRUCTION

1. Members may fill up the Ballot Form Printed overleaf and submit the same in a sealed envelope to Mr. Dinesh Kumar Deora, Practising Company Secretary, Scrutinizer, C/o : Link Intime India Private Limited, Unit : Shree Digvijay Cement Company Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his/her votes through both the processes, i.e. E-voting and Ballot Form, the votes casted through E-voting would be considered and the votes casted through Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by the Proxy.
6. To avoid fraudulent transactions, the identity /signature of the members holding shares in electronic /demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Share Transfer Agent of the Company (i.e. M/s Link Intime India Pvt. Ltd.). Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio /DP ID / Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his /her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the Body Corporate / Trust etc. a certified copy of the relevant authorization /Board Resolution to vote should accompany the Ballot Form.
10. **Instructions for E-voting procedure are available in the Notice of the Annual General Meeting enclosed herewith and are also placed on the website of the Company, www.digvijaycement.com**
