

# CALCOM CEMENT INDIA LIMITED

(Registered office: 3<sup>rd</sup> & 4<sup>th</sup> floor, Anil Plaza II, ABC, G. S. Road, Guwahati – 781 005, Assam)

Phone No. 91 3612032 569 Fax No. 91 361 7156 707

CIN U26942AS2004PLC007538 Website: [www.dalmiacement.com](http://www.dalmiacement.com)

## NOTICE

**NOTICE** is hereby given that the fourteenth (14<sup>th</sup>) Annual General Meeting of the members of the Company will be held at the Registered Office of the Company at 3<sup>rd</sup> & 4<sup>th</sup> Floor, Anil Plaza II, ABC, G. S. Road, Guwahati – 781 005 on Thursday, September 20, 2018 at 10:00 a.m. to transact the following business:

### **ORDINARY BUSINESS**

1. To consider and adopt the (a) Standalone Financial Statements of the Company for the year ended March 31, 2018 and the Report(s) of the Directors and the Auditors thereon; and (b) Consolidated Financial Statements of the Company for the year ended March 31, 2018 and the Report of the Auditors thereon.
2. To appoint a Director in place of Shri H.C. Sehgal (DIN 01122343), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Pradip Bansal (DIN 06455415), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 139 and 142 of the Companies Act, 2013 read with the applicable rules, remuneration of Statutory Auditors of the Company, M/s. S R Batliboi & Co LLP, Chartered Accountants, (Firm Regn. No. 301003E), appointed for a term of five years at the Annual General Meeting held on December 31, 2015 be fixed as per the recommendation of the Audit cum Governance Committee at ₹ 52,00,000/- (Rupees Fifty Two Lakhs only) for the financial year 2018-19 besides taxes and reimbursement of travel and other out of pocket expenses to be incurred by them for the purposes of audit.”

### **SPECIAL BUSINESS**

5. 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 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, the remuneration of M/s R.J. Goel & Co, Cost Accountants, appointed by the Board on the recommendation of the Audit cum Governance Committee as the Cost Auditors of the Company to conduct the cost audit of the Company's cost records for the financial year ending March 31, 2019, amounting to ₹ 85,000/- (Rupees Eighty Five Thousand only) plus taxes as may be applicable besides reimbursement of out of pocket expenses incurred by them be and is hereby ratified.”

6. To consider and if thought fit to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

**“ RESOLVED THAT** pursuant to the provisions of section 181 of the Companies Act, 2013 and other applicable laws, approval of the Company be and is hereby granted, to contribute to bona fide charitable and other funds for welfare and social activities carried out by the Company upto a limit of ₹ 100,00,000/- (Rupees One Hundred lakhs only) during a financial year and any two of Shri Dharmender Tuteja, Shri D.G.V.G Krishna Swaroop, Directors of the Company, Shri Rajesh Kiyawat, Chief Financial Officer and Shri Sunil Aggarwal, authorised signatory of the Company be and are hereby jointly authorized to contribute to bona fide charitable and other funds for welfare and social activities upto the aforementioned limit during a financial year.”

By Order of the Board of Directors of  
**Calcom Cement India Limited**



**Rita Dedhwal**  
Company Secretary

Date: May 15, 2018  
Place: New Delhi

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**Notes :-**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, ON A POLL, IN HIS/HER STEAD. A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXY FORM, DULY COMPLETED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. **An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the items of Special Business(s) is enclosed.**
3. **Members are requested to bring their attendance slips along with copy of the Annual Report at the venue of the Annual General Meeting. The attendance slips should be duly filled in to attend the meeting.**
4. **Members are requested to quote the ledger folio / Client ID in all communications with the Company.**
5. **Members desiring any information as regards the financial statements are requested to write to the Company at an early date so as to enable the Company to keep the information ready.**
6. **In view of the “Green Initiative in Corporate Governance” introduced by the Ministry of Corporate Affairs, Government of India, vide its Circular No. 17/2011 dated 20.04.2011, all members who are holding shares of the Company in physical mode, are requested to register their e-mail ids and consents to receive the future notices and annual reports by e-mail., so as to enable the Company to send all notices/ reports/ documents/ intimation and other correspondences etc. through e-mails., i.e., in electronic mode instead of receiving physical copies of the same. Members holding shares in demat mode, who have not registered their e-mail IDs with DPs, are requested to register/update their e-mail IDs with their respective DPs.**

## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

### **Item No. 5**

As the Company is subject to Cost Audit in terms of section 148 of the Companies Act, 2013, the Board has appointed M/s. R.J. Goel & Co, Cost Accountants, New Delhi, for Cost Audit of the cost accounting records maintained by the Company for the financial year to end on March 31, 2019 on a remuneration of Rs. 85,000/- which is subject to the approval of the members of the Company in terms of section 148(3) of the Companies Act, 2013.

The Board recommends the Resolution for approval by the members.

None of the Directors, Manager, Key Managerial Personnel and the relatives of the said persons are concerned or interested, financially or otherwise in the said Resolution.

### **Item No. 6**

The Company is desirous of making donations and contributions for charitable and other purposes upto an amount of Rs 100 lakhs. Pursuant to section 181 of the Companies Act, 2013, the Company can make such donation and contribution up to 5% of its average net profits for the three immediately preceding financial years, which comes out to be Rs.33 lakhs and such limit can be exceeded only with the prior approval of the members in General Meeting of the Company.

Since the Company has earned profits in the F.Y 2017-18 and the limit of Rs.100 lakhs is exceeding 5% of its average profit for the last three preceding financial years, the Company can make such contribution after obtaining approval of the members in the General Meeting.

In view of the above, the Board has recommended the resolution set out in item no 6 for consideration and approval of the members by ordinary resolution.

None of the Directors, Manager, Key Managerial Personnel and the relatives of the said persons are concerned or interested, financially or otherwise in the said Resolution.

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## ANNUAL GENERAL MEETING

### ATTENDANCE SLIP

Name of the Attending Member/Proxy (in Block Letters) :

DP ID No.....  
(In case of demat holding)

Client ID No. ....  
(In case of demat holding)

Folio No. ....(In case of physical holding)

No. of shares .....

I hereby record my presence at the 14th ANNUAL GENERAL MEETING being held at the registered office of the Company at 3<sup>rd</sup> & 4<sup>th</sup> Floor, Anil Plaza II, ABC, G.S. Road, Guwahati – 781 005, Assam; on Thursday, the September 20, 2018 at 10:00A.M.

.....  
Signature of the Attending Member/Proxy

Notes :

1. A Member/Proxy attending the meeting must fill in and sign this Attendance Slip and hand it over at the entrance.
2. Member intending to appoint a proxy, should complete the Proxy Form given below and deposit it at the Company's Registered Office not later than 48 hours before the commencement of the Meeting.

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## **FORM NO. MGT-11 (Proxy Form)**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member:

Registered Address:

E-Mail ID:

Folio No./Client ID:

DP ID:

I/We..... being member(s) of Calcom Cement India Limited, holding .....shares of the abovementioned Company, hereby appoint

1. Name:

Address:

E-Mail ID:

Signature:

or failing him

2. Name:

Address:

E-Mail ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, September 20, 2018 at 10:00a.m. at 3rd & 4th floor, Anil Plaza II, ABC, G. S. Road, Guwahati – 781 005, Assam and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Vote*
No. 1	
No. 2	
No. 3	
No. 4	
No. 5	
No. 6	

Signed this..... day of September, 2018

Affix One Rupee  
Rupee Stamp

Signature of Shareholder: .....

Signature of Proxy holder: .....

\* Please state in this column whether 'in favour' or 'against'.

**Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**