

CALCOM CEMENT INDIA LIMITED

(Registered office: 3rd & 4th 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

NOTICE

NOTICE is hereby given that the sixteenth (16th) Annual General Meeting of the members of the Company will be held through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') on Thursday, September 10, 2020 at 3:00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the (a) audited Standalone Financial Statements for the year ended March 31, 2020 and the Report(s) of the Directors' and the Auditors thereon; and (b) audited Consolidated Financial Statements for the year ended March 31, 2020 and the Report of the Auditors thereon.
2. To consider and appoint a Director in place of Shri Dharmender Tuteja (DIN-02684569), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and appoint a Director in place of Smt. Rachna Gorla (DIN-07148351), who retires by rotation and being eligible, offers herself 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 Companies (Audit and Auditors) Rules, 2014 and recommendation of the Audit cum Governance Committee, M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Regn. No. 015125N), be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of the ensuing Annual General Meeting till the conclusion of the sixth subsequent Annual General Meeting of the Company at a remuneration to be fixed by the Board.”

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, 2021, amounting to Rs. 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** Shri Sunil Mahajan (DIN-08769804), who was appointed as an Additional Director and holds office till the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company whose office is liable to be determined by rotation of Directors.”

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

“ **RESOLVED THAT** pursuant to provisions of sections 196 read with sections 197 & 203 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to appoint Shri Sunil Aggarwal as the Manager of the Company, for a period of five years on nil remuneration/honorarium besides reimbursement of all expenses incurred by him in connection with the business and affairs of the Company and he be hereby authorised to exercise all powers, rights and possess all authorizations of a Manager of the Company including delegation thereof in favour of other officials of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorised to enter into an agreement with Shri Sunil Aggarwal regarding his appointment as a Manager under the Companies Act, 2013.”

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



Rita Dedhwal
Company Secretary

Membership No. ACS- 25506

Date: June 10, 2020

Place: New Delhi

KEY INFORMATION

S. No.	PARTICULARS	DETAILS
1	Link for attending live webcast of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)	https://emeetings.kfintech.com
2	Link for e-voting at the AGM	https://evoting.karvy.com
3	Username and password for VC and e-voting	Please use the remote e-voting credentials.
4	Helpline number for VC and e-voting	KFin Technologies Private Limited - 1-800-3454-001 / evoting@kfintech.com
5	Registrar and Share Transfer Agent	C. B. Management Services (P) Ltd Unit: Calcom Cement India Limited Mr. Subhabrata Biswas E-mail: rta@cbmsl.com Contact No.: 033 40116700, 22806692
6	Cut-off date for e-voting	Tuesday, September 1, 2020
7	Corporate/Institutional Members to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the authorised representative(s).	office@roseconsultants.in and dedhwal.rita@dalmiabharat.com atleast 48 hours before the commencement of e-AGM.
8	Period for submission of questions, if any, in advance and e-mail address	Post/send at https://emeetings.kfintech.com It should reach atleast 48 hours before the commencement of e-AGM.
9	Last date for publishing results of the e-voting and results availability	Sunday, September 13, 2020 www.kfintech.com www.dalmiacement.com

Notes :-

- In view of the prevailing locked down situation across the Country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 (collectively referred as “MCA Circulars”), has permitted companies to hold their Annual General Meetings (“AGM”) through VC/OVAM for the calendar year 2020.
- In compliance with applicable provisions of the Companies Act, 2013 (the Act) read with aforesaid MCA circulars, the Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as “e-AGM”.

3. The Company has appointed KFin Technologies Private Limited to provide VC facility for the e-AGM and the attendant enablers for conducting of the e-AGM.
4. 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.
5. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer, Shri Harish Khurana, Practicing Company Secretary at office@roseconsultants.in with a copy marked to the Company Secretary at e-mail address - dedhwal.rita@dalmiabharat.com and the same should reach atleast 48 hours before the commencement of the meeting.
6. 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 the Registrar in case the shares are held by them in physical form.
7. In compliance with the aforesaid MCA Circulars, 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 and Annual Report 2019-20 will also be available on the Company's website www.dalmiacement.com and on the website of the KFin Technologies Private Limited at <https://evoting.karvy.com>.
8. Pursuant to the provisions of the said circulars of MCA on the VC/OVAM(e-AGM):
 - a) Members can attend the meeting by login to the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b) Appointment of proxy to attend and cast vote on behalf of the member is not available
 - c) Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through insta-poll during the AGM.
9. The Members can join the e-AGM 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
10. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website at www.dalmiacement.com.
12. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
13. All documents referred to in the Notice and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 shall be available for inspection electronically during the e-AGM. Members seeking to inspect such documents can send an email to the Company Secretary in advance.
14. The Board of Directors has appointed Shri. Harish Khurana, Practicing Company Secretary, as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
15. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and send the same to the Chairman or a person authorized by him in writing who shall countersign the same.

16. The results shall be declared forthwith by the Chairman or a person authorized by the Board and the Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes in favour of the Resolution(s).
17. The Results declared alongwith the Scrutiniser's Report shall be placed on the website at www.dalmiacement.com and on the website of KFin Technologies Private Limited, www.kfintech.com within 48 hours from the declaration of results of voting shall also displayed in the Notice Board at the Registered Office of the Company.

Procedure for obtaining the Annual Report, e-AGM notice and voting instructions by the shareholders whose email addresses are not registered with the depositories or with C.B Management Services (P) Ltd, Registrar and Share Transfer Agent (RTA) on physical folios:

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company has sent the Annual Report, Notice of e-AGM and voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

1. Those shareholders who have registered/not registered their mail address and mobile no.s including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company's Registrar and Share Transfer Agent, C.B Management Service Pvt Ltd in case the shares held in physical form.
2. Shareholders who have not registered their e-mail address and in consequence the Annual Report and Notice of e-AGM could not be serviced may temporarily get their e-mail address and mobile number registered with the **Company's RTA**, by sending e-mail at rta@cbmsl.com. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to rta@cbmsl.com.
3. Shareholders may also be requested to visit the website at www.dalmiacement.com or the website of **KFin Technologies Pvt Ltd** at <https://evoting.karvy.com> for downloading the Annual Report and Notice of the e-AGM.
4. Alternatively member may send an e-mail request at the email address-rta@cbmsl.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report and Notice of e-AGM.

Instructions for the Members for attending the e-AGM through Video Conference:

1. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> under shareholders/members login by using the the link for e-AGM.
2. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience
3. Further Members will be required to allow Camera, if any, and hence 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/ask questions during the meeting may log into <https://emeetings.kfintech.com> and may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, member's questions will be answered only if they are received atleast 48 hours before the commencement of the AGM and the shareholder continue to hold the shares.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the items of Special Business(s) is enclosed.

EXPLANATORY STATEMENT

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

Item No. 4

M/s. S.R Batliboi & Co. LLP, Chartered Accountants, the retiring Statutory Auditors will be completing their term of ten years at the conclusion of this Annual General Meeting (AGM) of the Company.

The Board recommends to the members of the Company, the appointment of Deloitte Haskins & Sells (Firm Regn. No. 015125N) as the Statutory Auditors of the Company to hold office for a term of five years commencing from the conclusion of this AGM till the conclusion of sixth subsequent AGM of the Company in accordance with Section 139 of the Companies Act, 2013. Subject to the consent of members, the remuneration payable to Statutory Auditors shall be fixed by the Board of Directors of the Company in terms of Section 142 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution set out at Item No. 4.

The Directors recommend the said resolution set out at Item No. 4 to be passed as an Ordinary Resolution.

Item No. 5

In terms of Section 148 of the Companies Act, 2013, the Board of Directors of the Company has in its meeting held on June 10, 2020, on the recommendation of the Audit Cum Governance Committee, appointed M/s. R. J. Goel & Co., Cost Accountants, as the Cost Auditors of the Company for the financial year 2020-21 to audit the cost records of the Company.

The Board has also approved and recommended a remuneration of Rs. 85,000/-, besides applicable taxes and reimbursement of travelling and other out of pocket expenses, payable to the Cost Auditors for conducting the Cost Audit subject to ratification by the members in terms of Section 148(3) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, in the Resolution set out at Item No. 5.

The Directors recommend the Resolution set out at Item No. 5 to be passed as an Ordinary Resolution.

Item No-6

Shri Sunil Mahajan was appointed as an additional Director in the Board Meeting held on June 10, 2020 and holds office till the conclusion of this Annual General Meeting. He is a MBA from IIM, Kolkata and B.E (Electrical) from Punjab Engineering College (PEC). He has a rich experience of over 28 years and has built up an expertise in Supply Chain Management including manufacturing, procurement and distribution domains. He has earlier worked in the leading

positions in the Companies like Lafarge, Coco cola, Nestle etc. He is not a Director in any other Company.

Shri Sunil Mahajan has given the declaration in Form DIR 8 pursuant to Section 164(2) of the Companies Act, 2013 and rules made thereunder to the effect that he is not disqualified from being appointed as a Director of the Company.

Except Shri Sunil Mahajan, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at Item No. 6. The Directors recommend this resolution to be passed as an Ordinary Resolution.

A copy of the declaration in form DIR 8 shall be available for inspection electronically during the e-AGM.

Item No-7

Shri Sunil Aggarwal was appointed as a Manager of the Company in the Board Meeting held on 6-2-2020 for period of five years. He is a Chartered Accountant and has wide experience of around 25 years in the sales & marketing Industry. He is holding directorship in Alsthom Industries Limited.

In terms of Section 196 and 203 of the Companies Act, 2013, the Board appointed Shri Sunil Aggarwal as a Manager of the Company at nil remuneration from the Company as per the terms and conditions of his appointment letter issued to him, subject to the approval of members. He would be drawing remuneration from the Holding Company. The term of five years of his appointment as a Manager shall be upto 5-2-2025.

Except Shri Sunil Aggarwal, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution set out at Item No. 7.

The Directors, recommend this resolution for approval of the members to be passed as an Ordinary Resolution.