

RCL CEMENTS LIMITED

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

Phone No. 91 361 2132 569 and FAX No. 91 361 7156 700

CIN U26941AS1997PLC005279 Website: www.dalmiacement.com

NOTICE

NOTICE is hereby given that the Twenty Third (23rd) Annual General Meeting of the members of the Company will be held through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') on Thursday, June 30, 2022 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Report(s) of the Directors' and the Auditors thereon.
2. To consider and appoint a Director in place of Shri Ganesh Jirkuntwar (DIN 07479080), who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of Directors of
RCL Cements Limited

Sd/-
Dharmender Tuteja
Director

Date: April 26, 2022

Place: New Delhi

Notes:

1. 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, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 19/21 dated December 08, 2021 and 21/21 dated December 14, 2021 (collectively referred as "MCA Circulars"), has permitted companies to hold their Annual General Meetings ("AGM") for the financial year ended/ending on or before March 31, 2022 through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') without the physical presence of the members at a common venue as per respective due date by December 31, 2022.
2. 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 National Securities Depository Limited (NSDL) 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 Vikas Gera, Practicing Company Secretary at gera.consultant@gamil.com with a copy marked to evoting@nsdl.co.in and at e-mail address – corp.sec@dalmiabharat.com; goria.rachna@dalmiacement.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 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 and Annual Report 2021-22 are also available on the website www.dalmiacement.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.
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. Up to 1000 Members will be able to join on a First In First Out (“FIFO”) basis the e-AGM of the Company. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Auditors etc.
11. 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.
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 in electronic mode. Members seeking to inspect such documents can send an email at corp.sec@dalmiabharat.com; goria.rachna@dalmiacement.com in advance.
14. The Board of Directors has appointed Shri. Vikas Gera, 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 within 48 hours from the declaration of results of voting shall also displayed in the Notice Board at the Registered Office of the Company.
18. Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.
19. The Shareholders, who are still holding shares in physical form are requested to take immediate steps to demat their shares.
20. Please take note of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, and clarification vide Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687 dated December 14, 2021 issued by SEBI, which states that "From January 1, 2022, the RTAs shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN of all the holders, Address with Pincode, Email id, Mobile Number, Bank details of the first holder, Signature and Nomination documents/details are received". You are therefore requested to submit relevant Forms for registering/changing KYC details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. If you are holding shares in Demat form you are requested to get your KYC details updated with your Depository Participant.

Instructions for Remote e-voting and to join the 23rd Annual General Meeting of RCL Cements Limited through virtual mode

The remote e-voting for the 23rd Annual General Meeting of RCL Cements Limited begins on June 27, 2022 at 9:00 a.m. and ends on June 29, 2022 at 5:00 p.m.

Instructions:

1. 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.
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 and a Verification Code as shown on the screen.
4. Your Login id and password details casting your vote electronically and for attending the Meeting of Members through VC/ OAVM will be provided by NSDL as per the process decided by company.

5. For the first time the system will ask to reset your password.
6. Use your new password to login. Tick on Agree to “Terms and Conditions” by selecting on the check box.
7. Now, you will have to click on “Login” button.
8. After you click on the “Login” button, Home page of e-Voting will open.
9. You will be able to see the EVEN no. of RCL Cements Limited.
10. Click on “EVEN” of company to cast your vote.
11. Now you are ready for e-Voting as the Voting page opens.
12. Cast your vote by selecting appropriate options i.e. assent or dissent, and click on “Submit” and also “Confirm” when prompted.
13. Upon confirmation, the message “Vote cast successfully” will be displayed.
14. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
15. Once you confirm your vote on the resolution, you will not be allowed to modify your vote
16. If you face any problems/experience any difficulty or If you forgot your password please feel free to contact toll free number 1800 1020 990 /1800 224 430 or contact on email id evoting@nsdl.co.in

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE MEMBER MEETING ARE AS UNDER:

1. The procedure for e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the Annual General Meeting 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 Members Meeting

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

1. Members will be provided with a facility to attend the Annual General Meeting through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.