

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 Fourth (24th) Annual General Meeting of the members of the Company is rescheduled and will be held through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') on Friday, July 07, 2023 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, 2023 and the Report(s) of the Directors' and 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.

SPECIAL BUSINESS

3. 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 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, as amended from time to time, Shri Rajiv Kumar Choubey (DIN- 08211030), who was appointed as an Additional Director with effect from April 01, 2023 and who is eligible for appointment, be and is hereby appointed as a Director of the Company liable to retire by rotation."

By Order of the Board of Directors of
RCL Cements Limited

Sd/-
Dharmender Tuteja
Director

Date: June 10, 2023

Place: New Delhi

Notes:-

1. The MCA (Ministry of Corporate Affairs) vide its 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, 21/21 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (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, 2023 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 September 30, 2023.
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, M/s JVS & Associates, Practicing Company Secretary at legal2015js@gmail.com with a copy marked to evoting@nsdl.co.in 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 2022-23 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 2022-23 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 M/s JVS & Associates, Practicing Company Secretaries, Delhi (C.P. No. 10196), as Scrutinizer to scrutinize the e-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. **Remote E-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members through e-Voting agency namely NSDL.
21. **Voting at the E-AGM:** Members who could not vote through remote e-voting may avail the e-voting system provided at the AGM by NSDL.
22. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. June 30, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode 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 i.e. June 30, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

Instructions for Remote e-voting and to join the 24th Annual General Meeting of RCL Cements Limited through virtual mode

The remote e-voting for the 24th Annual General Meeting of RCL Cements Limited begins on Tuesday, July 04, 2023 at 9:00 a.m. and ends on Thursday, July 06, 2023 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. Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

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.

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

Item No. 3

The Board of Directors of the Company had appointed Shri Rajiv Kumar Choubey as an Additional Director of the Company to with effect from April 01, 2023 in the Non-Executive Director category, to hold the office as such up to the date of Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Shri Rajiv Choubey, is the Group General Counsel – Dalmia Bharat Limited, part of the Dalmia Bharat Group. He heads the Legal function of Dalmia Bharat Ltd. He is an alumnus of Faculty of Law, University of Delhi, Indian Law Institute and Indian Society of International Law, New Delhi and the Institute of Company Secretaries (ICSI). Shri Rajiv Choubey has around 25 years of experience in manufacturing as well as IT Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as Director in the Non-Executive Director category. Accordingly, the Board recommends the resolution at item no. 3 for the approval by the shareholders of the Company and proposes that Shri Rajiv Kumar Choubey be appointed as a Director in the Non-Executive Director category.

Except Shri Rajiv Kumar Choubey, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 3.