

# VINAY CEMENT LIMITED

(Registered Office: Jamunanagar, Umrangshu, Dist. North Cachar Hills, Assam -788 931)

Phone No. 91 3670 291684 Fax No. 91 361 7156 707

CIN U26942AS1986PLC002553 Website: [www.dalmiacement.com](http://www.dalmiacement.com)

## NOTICE

**NOTICE** is hereby given that the Thirty Fourth (34<sup>th</sup>) 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 10:00 a.m. to transact the following business:

### **ORDINARY BUSINESS**

1. To consider and adopt the (a) audited Standalone Financial Statements 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 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 Committee, M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Regn. No. 015125N), Chartered Accountants, 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**

4. To consider, and if thought fit to pass, with or without modification(s), 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."

5. 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 agreement with Shri Sunil Aggarwal regarding his appointment as a Manager under the Companies Act, 2013.”

By Order of the Board of Directors

**Vinay Cement Limited**



**Rita Dedhwal**

**Company Secretary**

Membership No. ACS- 25506

Date: June 10, 2020

Place: New Delhi

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## KEY INFORMATION

	<b>PARTICULARS</b>	<b>DETAILS</b>
1	Link for attending live webcast of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a>
2	Link for e-voting [remote/at the AGM]	<a href="https://evoting.karvy.com">https://evoting.karvy.com</a>
3	Link for Members to temporarily update e-mail address	<a href="http://mdpl.in/form/email-update">http://mdpl.in/form/email-update</a>
4	Username and password for VC and e-voting	Please use the remote e-voting credentials.
5	Helpline number for VC and e-voting	KFin Technologies Private Limited - 1-800-3454-001 / <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
6	Registrar and Share Transfer Agent	Maheshwari Datamatics Pvt Ltd Unit: Vinay Cement Limited Ms Garima Kothari E-mail:mdpldc@yahoo.com Contact No.: 033-22482248, 2243-5029
7	Cut-off date for e-voting	Tuesday, September 1, 2020
8	Book closure dates	Tuesday, September 1, 2020 to Thursday, September 10, 2020 (both days inclusive)
9	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)	<a href="mailto:office@roseconsultants.in">office@roseconsultants.in</a> and <a href="mailto:dedhwal.rita@dalmiabharat.com">dedhwal.rita@dalmiabharat.com</a> at least 48 hours before the commencement of e-AGM.
9	Period for submission of questions, if any, in advance and e-mail address	Post/send at <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> It should reach at least 48 hours before the commencement of e-AGM.
10	Remote e-voting period	Commences at 9 AM IST on Monday, September 7, 2020 and ends at 5 PM IST on Wednesday, September 9, 2020

11	Last date for publishing results of the e-voting and results availability	Sunday, September 13, 2020 <a href="http://www.kfintech.com">www.kfintech.com</a> <a href="http://www.dalmiacement.com">www.dalmiacement.com</a>
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**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 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.
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 KFin Technologies Private Limited to provide VC facility and e-voting 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. Institutional / Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote. The said Resolution/Authorization shall be sent by email through his/her registered email address to the Scrutinizer, Shri Harish Khurana, Practicing Company Secretary at 'office@roseconsultants.in' with a copy marked to the Company Secretary at [dedhwal.rita@dalmiabharat.com](mailto: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 and Transfer Agent of the Company, Maheshwari Datamatics Pvt Ltd 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 website [www.dalmiacement.com](http://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 e-voting.
9. The Members can join the e-AGM 15 minutes before and after 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.

11. 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 Stakeholders Relationship Committee, Auditors etc.
12. 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.
13. 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](http://www.dalmiacement.com).
14. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
15. 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.
16. The Register of Members of the Company shall remain closed from September 7, 2020 to September 9, 2020 (both days inclusive).
17. The Board of Directors has appointed Shri. Harish Khurana, Practicing Company Secretary, as the Scrutiniser to scrutinise the remote e-voting process and e-voting at the meeting in a fair and transparent manner.
18. 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.
19. 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).
20. The Results declared alongwith the Scrutiniser's Report shall be placed on the website [www.dalmiacement.com](http://www.dalmiacement.com) and on the website of KFin Technologies Private Limited, [www.kfintech.com](http://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.
21. **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 M/s KFin Technologies Private Limited
22. **Voting at the E-AGM:** Members who could not vote through remote e-voting may avail the e-voting system provided at the venue by M/s KFin Technologies Private Limited.
23. 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](http://www.dalmiacement.com). The Notice can also be accessed from the website of e-voting agency M/s KFin Technologies Private Limited at the website address <https://evoting.karvy.com>

**Procedure for obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with 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 e-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 in case the shares held in physical form.
2. Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of e-AGM and e-voting notice could not be serviced may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent and register their e-mail address by visiting the link <http://mdpl.in/form/email-update>. 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 [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
3. Shareholders may also requested to visit the website [www.dalmiacement.com](http://www.dalmiacement.com) or the website of M/s KFin Technologies Private Limited <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 id [mdpldc@yahoo.com](mailto:mdpldc@yahoo.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, Notice of e-AGM and the e-voting instructions.

**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 M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com/> under shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice
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.
6. Due to limitations of transmission and coordination during the Q&A session, the company may dispense with the speaker registration during the e-AGM conference.

**Instructions for members for e-Voting during the e-AGM session:**

1. Only those Members/ shareholders, who will be present in the e-AGM through Video Conference facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting in the E-AGM
2. However, members who have voted through Remote e-Voting will be eligible to attend the E-AGM.

**The instructions for remote e-voting are as under:**

In case a Member receives the notice convening the Annual General Meeting (AGM) through an email from KFin Technologies Private Limited [for members whose email IDs are registered with the Company/Depository Participant(s)]:

- i. Launch internet browser by typing the following URL: <http://emeetings.kfintech.com>
  - ii. Enter the login credentials (i.e., User ID and password mentioned overleaf). However, if you are already registered with KFin Technologies Private Limited for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. First time users will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVENT" i. e. "Vinay Cement Limited."
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" then such electronic vote shall be treated as "ABSTAIN/INVALID" and the shares held will not be counted under either head.
  - viii. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.
  - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote for any specific item it will be treated as "abstained".
  - x. Cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the all Resolution(s).
  - xii. 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 Scrutiniser at E-mail ID: [office@roseconsultants.in](mailto:office@roseconsultants.in), with a copy marked to [evoting.karvy.com](http://evoting.karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name and EVENT NO."
- A In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
- i. User ID and initial password as provided overleaf.
  - ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
- C. In case a person becomes a member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. September 4, 2020, the member may write to M/s KFin Technologies Private Limited on the email Id [madhusudhan.ms@kfintech.com](mailto:madhusudhan.ms@kfintech.com) or to Mr. Madhusudhan, Contact No. 040-671616222, at M/s KFin Technologies Private Limited, Karvy Selenium Tower B, Plot No. 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, requesting for the User ID and Password. After receipt of the same, please follow all the instructions from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
1. The remote e-voting period commences on September 7, 2020 (9:30 am) and ends on September 9, 2020 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being September 4, 2020, may cast their vote electronically. The e-voting module shall be disabled by KFin for voting thereafter. Once the vote on the resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently. Further, the shareholders who have casted their vote electronically may participate in the AGM but shall not be allowed to vote again.
  2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact M/s KFin Technologies Private Limited at Tel. No. 18003454001 (toll free).

3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 4, 2020.

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

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**EXPLANATORY STATEMENT**

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

**Item No-3**

M/s. S.R Batliboi & Co. LLP, Chartered Accountants, the retiring Statutory Auditors will be completing their term of ten years by 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 Auditors of the Company to hold office for a term of five years commencing from the conclusion of ensuing 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.3

The Directors recommend this resolution to be passed as an Ordinary Resolution.

**Item No-4**

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 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. 4. 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-5**

Shri Sunil Aggarwal was appointed as a Manager in 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 Intermittent 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. 5.

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