

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

NOTICE

NOTICE is hereby given that the Thirty Second (32nd) Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at Jamunanagar, Umrangshu, Dist. North Cachar Hills, Assam – 788 931 on Tuesday, September 18, 2018 at 11.00 a.m. to transact the following business:

1. To consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2018 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Pradip Bansal (DIN 06455415), who retires by rotation and is eligible for reappointment.
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 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 Committee at ₹ 2,00,000/-(two lakhs) 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.”

By Order of the Board of Directors of
Vinay Cement Limited



Rita Dedhwal
Company Secretary

Date: August 10, 2018
Place: New Delhi

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.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 % of the total share capital of the company.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is not required since no Special Business(s) is proposed.
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 21.04.2011, 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.

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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 32nd ANNUAL GENERAL MEETING being held at the registered office of the Company at Jamunanagar, Umrangshu, Dist. North Cachar Hills, Assam -788 931; on Tuesday, the 18th September, 2018 at 11:00 A.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 Vinay Cement Limited, holdingshares 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 Tuesday, the 18th September, 2018 at 11:00 A.M at Jamunanagar, Umrangshu, Dist. North Cachar Hills, Assam -788 931 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Vote*
S.No. 1	
S.No. 2	
S.No. 3	

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

Affix One
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.