

RCL CEMENTS LIMITED

Regd Office: 3rd and 4th floor, Anil Plaza II, ABC, G. S. Road, Guwahati – 781 005, Assam

Phone No. 91 361 2132 569 / 91 361 7156 700

CIN U26941AS1997PLC005279 Website: www.dalmiacement.com

POSTAL BALLOT NOTICE

Dear Member,

Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Notice of Postal Ballot is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, (“**Rules**”), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and Secretarial Standard on General Meetings (**‘SS-2’**) issued by the Institute of Company Secretaries of India and other applicable provisions, that the Resolution as set out in this Notice is proposed for approval by the Members of the Company by means of Postal Ballot only by voting through electronic means (**‘remote e-voting’**).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the applicable Rules setting out all material facts relating to the Resolution mentioned in this Postal Ballot Notice is annexed hereto.

You are requested to record your assent or dissent only by means of remote e-voting system provided by the Company.

SPECIAL BUSINESS:

Item No. 1

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(8) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s Walker Chandiok & Co. (Firm Registration No. 001076N/N500013) be and is hereby appointed as

Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Deloitte Haskins & Sells (Firm Regn. No. 015125N).

RESOLVED FURTHER THAT M/s Walker Chandiook & Co. (Firm Registration No. 001076N/N500013) shall hold office upto conclusion of next (25th) Annual General Meeting of the Company to be held in the year 2024 at a remuneration of Rs. 1.25 Lakh (Rupees One Lakh Twenty-Five Thousand) only plus applicable taxes and reimbursement of travel and other out of pocket expenses to be incurred by them for the purpose of the Audit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take necessary steps as may be required to give effect to this resolution.”

By Order of the **Board of Directors**

Place: New Delhi

Dated: December 12, 2023

Dharmender Tuteja
Director
DIN- 02684569

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) read with SS-2, setting out material facts and reasons for the Special Business is annexed hereto and forms part of this Postal Ballot Notice.
2. The Postal Ballot is to be conducted as per provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars issued from time to time. The circular dated September 25, 2023 conveyed the decision of MCA to allow companies to transact items through postal ballot in accordance with framework provided in the aforesaid circulars up-to September 30, 2024.
3. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent at e-mail IDs of those shareholders whose e-mail IDs are registered with the RTA/Depository(ies) and physical copy of the Postal Ballot Notice will not be sent to the shareholders.
4. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company as on **Friday, the December 08, 2023 ("Cut-off date") ("Eligible Members")**. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.

5. The Company has engaged National Security Depository Ltd (NSDL) as e-voting agency for facilitating e-voting to enable the Members to cast their votes electronically.
6. The remote e-Voting period **commences on Monday, the December 18, 2023** (9:00 am) and **ends Tuesday, January 16, 2024** (5:00 pm). During this period, members of the Company holding shares as on the cut-off date may cast their vote electronically. The remote e-Voting module shall be disabled thereafter. Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their shareholding in the voting paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, the December 08, 2023**.
7. The Board of Directors has appointed M/s JVS & Associates, Practicing Company Secretaries, Delhi (C.P. No. 10196), as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
8. **Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA / Depository Participant(s) for sending future communication(s) in electronic form.**
9. Eligible Members can cast their vote electronically through remote e-Voting and related instructions for the remote voting electronically by accessing to the NSDL e-Voting system is mentioned below:
10. The notice of postal ballot will also be available on the Company's website www.dalmiacement.com.
11. The results of remote e-voting shall be declared on or before **Thursday, the January 18, 2024** and the said result along with the Scrutinizer's Report thereon shall be placed on the Company's website <https://www.dalmiacement.com> and on the website of NSDL www.evoting.nsdl.com. The results shall also be displayed on the notice board at the Registered Office of the Company.
12. The resolution, if passed by the requisite majority through Postal Ballot by way of e-voting, will be deemed to have been passed on the last date specified for voting i.e., **Tuesday, January 16, 2024**. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
13. All documents referred to in this notice and accompanying explanatory statement will be available for inspection electronically until the last date of remote e-Voting. Shareholders seeking to inspect such documents can send an email to corp.sec@dalmiabharat.com.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

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. For the first time the system will ask to reset your password.
5. Use your new password to login. Tick on Agree to "Terms and Conditions" by selecting on the check box.
6. Now, you will have to click on "Login" button.
7. After you click on the "Login" button, Home page of e-Voting will open.
8. You will be able to see the EVEN no. of RCL Cements Limited.
9. Click on "EVEN" of company to cast your vote.
10. Now you are ready for e-Voting as the Voting page opens.
11. Cast your vote by selecting appropriate options i.e. assent or dissent, and click on "Submit" and also "Confirm" when prompted.
12. Upon confirmation, the message "Vote cast successfully" will be displayed.
13. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
14. Once you confirm your vote on the resolution, you will not be allowed to modify your vote
15. Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 1

M/s Deloitte Haskins & Sells (Firm Regn. No. 015125N) was appointed as Statutory Auditors of the Company by the shareholders of the Company in the 21st Annual General Meeting held on September 10, 2020 for a term of five consecutive years from the conclusion of the said Annual General Meeting till the conclusion of 26th Annual General Meeting of the Company at a remuneration to be fixed by the Board from time to time.

In view of the management's intent to align the auditors of the Company with the auditors of the ultimate holding company to bring uniformity in the audit process, practices and procedures and to bring efficiencies in audit work from effort perspective from the financial year ending March 31, 2024 onwards, M/s Deloitte Haskins & Sells has submitted its resignation as the Statutory Auditors of the Company with effect from November 16, 2023.

It is proposed to appoint M/s Walker Chandiook & Co. LLP (firm registration No. 001076N/N500013) as the Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s Deloitte Haskins & Sells. M/s Walker Chandiook & Co. LLP is also the Statutory Auditors of Dalmia Bharat Limited and Dalmia Cement (Bharat) Limited. Their appointment will bring uniformity in the audit process, practices and procedures and also expedite the finalization of accounts.

The Company has received the consent letter cum eligibility certificate from M/s Walker Chandiook & Co. LLP in terms of Section 141 of the Companies Act, 2013 for appointment as Statutory Auditor. The remuneration proposed for M/s Walker Chandiook & Co. LLP is Rs. 1.25 Lakh plus applicable taxes and reimbursement of travel and other out of pocket expenses to be incurred by them for the purpose of the audit.

The Board recommends the Resolution set out at Item No. 1 to be passed as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested, in the Resolution set out at Item No. 1.