

## **RCL CEMENTS LIMITED**

(Registered office: 3<sup>rd</sup> & 4<sup>th</sup> 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](http://www.dalmiacement.com)

### **NOTICE**

**NOTICE** is hereby given that the Twenty Fifth (25<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 Tuesday, June 25, 2024 at 11:00 A.M. to transact the following business:

#### **ORDINARY BUSINESS**

1. To consider and adopt the audited Standalone Financial Statements for the financial year ended March 31, 2024 and the Report(s) of the Directors' and the Auditors thereon.
2. To consider and appoint a Director in place of Mr. Ganesh Wamanrao Jirkuntwar (DIN 07479080), 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, 142 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 Chandiook & Co. (Firm Registration No. 001076N/N500013) be and is hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from conclusion of this 25<sup>th</sup> Annual General Meeting upto conclusion of 30<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029 at a remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

**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."

#### **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** 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, Ms. Rachna Gorla (DIN - 07148351), who was

appointed as an Additional Director in the Non-Executive Director category with effect from April 22, 2024 and who is eligible for appointment, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

5. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force), the main objects to be pursued by the Company on its incorporation as detailed in clause III of the Memorandum of Association of the Company be altered by adding the following new clause III. (6) after the existing clause III. (5) thereof:

*“To offer top-notch freight transport services, establish, organize, manage and run a wide range of transport services on both national and international levels on all routes and lines, whether on land, air, water, or even in space and to use various carriers such as trucks, trailers, coaches, taxis, buses, and even railways to provide efficient and reliable transport solutions.”*

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all the necessary steps and/or actions and to do such things and deeds as may be necessary to give effect to this resolution and also to authorize any person as it may deem so fit.”

By Order of the Board of Directors of  
**RCL Cements Limited**

Sd/-  
**Rajiv Kumar Choubey**  
Director  
**DIN 08211030**

Date: April 22, 2024  
Place: New Delhi

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**Notes:-**

1. The MCA (Ministry of Corporate Affairs) has, 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; 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively referred as "MCA Circulars"), permitted companies to hold their Annual General Meetings ("AGM") due in 2024 through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') without the physical presence of the members at a common venue, on or before September 30, 2024.
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 is 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 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](mailto:legal2015js@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.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 2023-24 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 2023-24 are also available on the website [www.dalmiacement.com](http://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 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
10. 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.
11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
12. 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 to the Company Secretary in advance.
13. 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.
14. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting 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.
15. 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).

16. The Results declared alongwith the Scrutiniser's Report shall be placed on the website at [www.dalmiacement.com](http://www.dalmiacement.com) within 48 hours from the conclusion of e-AGM and the results shall also displayed in the Notice Board at the Registered Office of the Company.
17. Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.
18. **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), the Company is providing facility of remote e-voting to its Members through e-Voting agency namely NSDL.
19. **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.
20. 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 18, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or call on 022 - 4886 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 18, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, June 18, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

The remote e-voting period commences on Saturday, June 22, 2024 (9:00 am) and ends on Monday, June 24, 2024 (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, may cast their vote electronically. The e-voting module shall be disabled by NSDL 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.

**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.com](mailto:evoting@nsdl.com) or call at 022 - 4886 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:**

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**

M/s Walker Chandiook & Co., Chartered Accountants, having firm registration No. 001076N/N500013, were appointed as Statutory Auditors of the Company effective January 16, 2024 to fill the casual vacancy caused by resignation of M/s Deloitte Haskins & Sells, by the shareholders by passing ordinary resolution through postal ballot. to hold office as such upto this (25<sup>th</sup>) Annual General Meeting of the Company.

M/s Walker Chandiook & Co. have given their consent for appointment as Statutory Auditors of the Company and have issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. They have confirmed that they are eligible and independent for the proposed appointment according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit and that the firm holds the 'Peer Review' certificate as issued by the Peer review Board of the 'Institute of Chartered Accountants of India'.

Based on the recommendations of the Audit Committee and the Board of Directors, it is proposed to appoint M/s Walker Chandiook & Co., Chartered Accountants as the Statutory Auditors of the Company for the term of five consecutive years, who shall hold office from the conclusion of this 25<sup>th</sup> AGM till the conclusion of the 30<sup>th</sup> AGM of the Company. The Board of Directors has approved a remuneration of Rs. 1,25,000/- for conducting the audit for the financial year 2024-25, besides applicable taxes, tax audit and reimbursement of travel and other out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors is commensurate with the services to be rendered by them during the said tenure. The Board of Directors may, on recommendation of the Audit Committee and in agreement with the Statutory Auditors, decide the remuneration for the remaining term of the Statutory Auditors.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

#### **Item No. 4**

The Board of Directors of the Company has appointed Ms. Rachna Gorla (DIN 07148351) as an Additional Director of the Company with effect from April 22, 2024 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.

Ms. Rachna Gorla is a fellow member of the Institute of Company Secretaries of India and a Law Graduate. She has over 26 years of experience in secretarial, compliance and legal functions with esteemed business houses. She is associated with the core sectors like cement, refractory, power generation and sugar businesses, while working for Dalmia Bharat Group for more than 18 years.

The Board considers that her association would be of immense benefit to the Company and it is desirable to appoint her as Director in the Non-Executive Director category. Accordingly, the Board recommends the resolution at item no. 4 for the approval by the shareholders of the Company and proposes that Ms. Rachna Gorla be appointed as a Director in the Non-Executive Director category.

Except Ms. Rachna Gorla, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, directly or indirectly, concerned or interested in the resolution set out at Item No. 4.

#### **Item No. 5**

With a view to explore business opportunity in providing transport services, the Board recommends the resolution at item no. 4 with respect to alteration of objects clause of the Memorandum of Association of the Company by adding new clause to enable the said objective for the approval by the shareholders of the Company in terms of Section 13 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, directly or indirectly, concerned or interested in the resolution set out at Item No. 5.



**Particulars of the Directors/Key Managerial Personnel (KMP) seeking appointment at the ensuing Annual General Meeting pursuant to the requirement under Secretarial Standard on General Meetings**

<b>Name of Director</b>	<b>Ms. Rachna Gorla</b>
DIN	07148351
Date of Birth	08 <sup>th</sup> August 1974
Age	50 Years
Nationality	Indian
Qualification	CS from ICSI and LLB from CCS University
Experience	27 Years
Date of Appointment	22 <sup>nd</sup> April 2024
Relationship with other Directors and Key Managerial Personnel of the Company	NA
Name of other Companies in which he holds Directorship	None
Chairman/ Member of the Committee(s) of the Board of the Company of which he is a Director	None
Chairman /Member of the Committees of the Board of other Company(ies)	None
Shareholding in the Company	Nil
Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	N.A
Number of Board Meeting attended	0