

VINAY CEMENT LIMITED

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

Phone No. 91 3670 291684

CIN U26942AS1986PLC002553 Website: www.dalmiacement.com

NOTICE

NOTICE is hereby given that the Thirty Seventh (37th) Annual General Meeting of the members of the Company will be held through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') on Monday, June 26, 2023 at 1 p.m. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the (a) audited Standalone Financial Statements for the financial year ended March 31, 2023 and the Report(s) of the Directors' and the Auditors thereon; and (b) audited Consolidated Financial Statements for the financial year ended March 31, 2023 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.

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Anoop Kumar Mittal (DIN-05177010), who was appointed as an Additional Director in the Independent category with effect from December 13, 2022 for a term upto five consecutive years and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Director of the Company in the Independent category."

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Deepak Ambadas Thombre (DIN-02421599), who was appointed as an Additional Director in the Independent category with effect from January 25, 2023 for a term upto five consecutive years and who has submitted a declaration that he meets the

criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Director of the Company in the Independent category.”

5. 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 in the Non-Executive Director category 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
Vinay Cement Limited

Sd/-
Rachna Gorla
Company Secretary
FCS - 6741

Date: April 22, 2023
Place: New Delhi

KEY INFORMATION

S.No	PARTICULARS	DETAILS
1	Helpline number for VC and e-voting	NSDL - 022 - 4886 7000 and 022 - 2499 7000 / evoting@nsdl.co.in
2	Registrar and Share Transfer Agent	Maheshwari Datamatics Pvt. Ltd. Mr. S. K. Chaubey E-mail: mdpldc@yahoo.com Contact No.: (033) 2243 5029/5809; 033-22482248
3	Cut-off date for e-voting	Monday, June 19, 2023
4	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).	Legal2015js@gmail.com goria.rachna@dalmiacement.com and evoting@nsdl.co.in at least 48 hours before the commencement of e-AGM.
5	Period for submission of questions, if any, in advance and e-mail address	Post/send at corp.sec@dalmiabharat.com ; goria.rachna@dalmiacement.com It should reach at least 7 days before the date of e-AGM.
6	Remote e-voting period	Commences at 9 AM IST on Friday, June 23, 2023 and ends at 5 PM IST on Sunday, June 25, 2023
7	Last date for publishing results of the e-voting and results availability	Wednesday, June 28, 2023 www.dalmiacement.com

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, 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 Company Secretary at e-mail address – corp.sec@dalmiabharat.com; goria.rachna@dalmiacement.com and the same should reach at least 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 to the Company Secretary 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. Please take note of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, and clarification vide Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687 dated December 14, 2021 issued by SEBI, which states that "From January 1, 2022, the RTAs shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN of all the holders, Address with Pincode, Email id, Mobile Number, Bank details of the first holder, Signature and Nomination documents/details are received". You are therefore requested to submit relevant Forms for registering/changing KYC details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. If you are holding shares in Demat form you are requested to get your KYC details updated with your Depository Participant.
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 NSDL.
22. **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.
23. 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 19, 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 toll free no. 1800 1020 990 and 1800 22 44 30 . 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 19, 2023 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. Monday, June 19, 2023, 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 June 23, 2023 (9:00 am) and ends on June 25, 2023 (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.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode: Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="536 1184 1473 1765">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for joining virtual meeting & voting during the meeting. <li data-bbox="536 1776 1473 1933">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. <li data-bbox="536 1944 1473 2132">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under Shareholder/Member’

	<p>section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the meeting or joining virtual meeting.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>4. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>5. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>6. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>7. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>8. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	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

B) Login Method for evoting and joining the virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company.

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
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 www.evoting.nsdl.com or call on toll free no.: NSDL - 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. Shareholders holding shares in physical mode are requested to register their email id by visiting the link <http://mdpl.in/form/email-update> of the Company’s Registrar and Share Transfer Agent (RTA) -M/s. Maheshwari Datamatics Pvt Ltd. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA or the Company Secretary. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to corp.sec@dalmiabharat.com; goria.rachna@dalmiacement.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login

method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and 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. For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at goria.rachna@dalmiacement.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

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 Dr. Anoop Kumar Mittal as an Additional Director of the Company in the Independent category for a term upto five consecutive years with effect from December 13, 2022.

Dr. Anoop Kumar Mittal stands rank three among the top civil engineers of India. He is the former chairman cum managing director of NBCC (India) Limited, a Government of India Navratna Enterprise. His diverse background of nearly 40 years of experience gives him competitive edge among the other industry professionals. He has a wide range of expertise in the sectors of Construction, Infrastructure, Real Estate, Advisory, Policy making and Management.

Determined to redefine the real estate sector, hard-working professional, skilled negotiator, flexibility to explore and implement new marketing options, business ideals and higher quality service standards, Dr. Mittal has been the representative and has been deeply involved in many public sector organizations. Due to his vast knowledge and wisdom, Dr. Mittal also has been a part of advisory, policy making in different government sectors. He has been ranked as the President of Indian Building Congress (IBC), Chairman of BRICS Chamber of Commerce and Industry, Chairman of IIT and Board Member of Thapar University, Punjab.

Presently, Dr. Mittal is a Board Member in some of the most reputed companies in India like Berger Paints, Welspun, Voltas and BALCO. He is an active advisory member in aviation, renewal energy, solar energy etc. He is also the Member of Construction Committee of Ram Janmabhoomi, Ayodhya.

Dr. Anoop Kumar Mittal has given requisite declaration of independence as required under the Companies Act, 2013 and the disclosure in Form DIR - 8 to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013. In the opinion of the Board, Dr. Mittal fulfills the conditions specified in the Companies Act, 2013 for an Independent Director.

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 Independent category. Accordingly, the Board recommends the Special Resolution at item no. 3 for the approval by the

shareholders of the Company and proposes that Dr. Anoop Kumar Mittal be appointed as a Director in the Independent category for a period upto five years commencing from December 13, 2022.

Except Dr. Anoop Kumar Mittal, 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.

Item No. 4

The Board of Directors of the Company had appointed Shri Deepak Ambadas Thombre as an Additional Director of the Company in the Independent category for a term upto five consecutive years with effect from January 25, 2023.

Mr. Deepak Thombre is an Engineering Graduate and Masters in Management Studies from Jamnalal Bajaj Institute of Management Studies.

He has over 35 years of experience in various managerial capacities in several organizations of repute. He is currently working as a Business Advisor, Mentor & Executive Coach (CEO Coach).

Shri Deepak Ambadas Thombre has given requisite declaration of independence as required under the Companies Act, 2013 and the disclosure in Form DIR - 8 to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013. In the opinion of the Board, Shri Thombre fulfills the conditions specified in the Companies Act, 2013 for an Independent Director.

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 Independent category. Accordingly, the Board recommends the Special Resolution at item no. 4 for the approval by the shareholders of the Company and proposes that Shri Deepak Ambadas Thombre be appointed as a Director in the Independent category for a period upto five years commencing from January 25, 2023.

Except Shri Deepak Ambadas Thombre, 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. 4.

Item No. 5

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. 5 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. 5.