



Vaishno Cement Company Ltd.

CIN: L26942WB1992PLC057087

Regd. Office: 14B, Ram Chandra Moitra Lane, Kolkata 700005.

Tel: +91 91395 38896, **Email Id:** - vaishno.cement@gmail.com

NOTICE OF ANNUAL GENERAL MEETING

To the Members,

NOTICE is hereby given that the **33rd Annual General Meeting** of the Members of **Vaishno Cement Company Limited** will be held at **Khelaghar 81, Phulbagan, Near, Shyambazar A.V. School, Kolkata – 700005, on Wednesday, 30th September, 2020 at 11.00 A.M.** to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2020 and the Statement of Profit & Loss for the year ended on that date, together with the Reports of the Auditors and Directors.

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, the statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, the Reports of Directors and Auditors thereon, as circulated to the Shareholders and now submitted to this meeting be and are hereby approved and adopted.”

SPECIAL BUSINESS

2. To Appoint Mr. Naresh Halge as Whole-time Director of the Company.

“RESOLVED THAT pursuant to Section 196, 203 and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, appointment of Mr. Naresh Halge be and is hereby approved as the Whole-time Director of the Company for a period of 5 years with effect from 24th day of January 2020 upon the terms and conditions contained in the draft agreement approved by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, as set out in the Explanatory Statement attached to this notice.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of the said appointment from time to time within the scope of schedule V of the Companies Act, 2013, or any amendments thereto or any re- enactment thereof in such manner as may be agreed to by the Board and Mr. Naresh Halge, with effect from such date as may be decided by it.

“FURTHER RESOLVED THAT the Board be and is hereby authorized to take all steps and perform such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Registered Office
14B, Ramchandra Moitra Lane,
Kolkata – 700005
Dated, the 5th day of September, 2020

By Order of the Board
For **Vaishno Cement Company Limited**

Sd/-
Jagrati Suhalka
Company Secretary
(Membership No. A56544)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to item No. 2 of the notice is annexed hereto and form part of this Notice.
3. The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.
4. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
6. Members/Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Registers of the Company will remain closed from 24th day of September, 2020 to 30th day of September, 2020 (both days inclusive).
8. A copy of the documents referred to in the Notice and accompanying Explanatory will be open for inspection to the Members at The Registered Office of the Company during office hours on all working days except Saturdays, Sundays and holidays between 11:00 A.M to 1.00 P.M upto the date of AGM without any fee.
9. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting and are requested to bring attendance slip along with their copy of Annual report in the AGM.
10. Members holding shares in dematerialized form are requested to bring their supporting evidence in respect of their Client ID & DP Nos. for easier identification of the attendance at the meeting.
11. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting so that the required information may be readily available at the meeting.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.
13. Members holding shares in demat form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
14. Members holding shares in physical form are requested to address all correspondences to the Registrar and Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd
15. The Register of Directors and Key managerial personnel and their shareholding as maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
16. Members are requested to intimate immediately change of Address, if any, to the Registrar of the Company, M/s. S. K. Infosolutions Pvt. Ltd. or the Company.
17. Members still possessing the Share certificates issued prior to 25th July, 1988 are requested to surrender the said certificates for the reduced shareholdings as the new share certificates are only eligible for demat.
18. Members are hereby informed that Securities and Exchange Board of India (SEBI) in terms of circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013 has made it mandatory for all Listed Companies to make Cash Payments through Electronic modes to the investors.
19. Members holding shares in demat mode are requested to send correct bank details (including MICR NO., IFSC Code, Account type etc.) to their respective depository Participant. Members holding shares in physical form are requested to send such Bank Details along with a cancelled cheque to our Registrar M/s. S. K. Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Kolkata - 700006.
20. Pursuant to the provisions of the Companies Act, 2013 and SS-2 : Secretarial Standard on General Meetings, the company wishes to inform that no distribution of gift will be made by the company in connection with the 33rd Annual General Meeting.
21. The Company is concerned about the environment and utilization of natural resources in eco-friendly and sustainable manner. We therefore request you to register your e-mail ID with your Depository Participant(s) to enable us to send Annual Report and other correspondences via e-mail and hard copies will only be sent to the members who are not available on the e-mail. Members can also refer their folio number/ client ID and send their contact information along with email Id to the Company at **vaishno.cement@gmail.com**
22. Members may also note that the notice of the Annual General Meeting to be held on 30th September' 2020 & Annual Report for the Year 2019-2020 will also be available on the Company's website **www.vcl.in** for their download. Members are also entitled to receive the physical copies of aforesaid documents upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the e-mail ID: **vaishno.cement@gmail.com**.

23. **VOTING THROUGH ELECTRONIC MEANS:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM(“remote e-voting”) will be provided by Central Depository Services (India) limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the Annual General Meeting (AGM) and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the Annual General Meeting (AGM) may also attend the Annual General Meeting (AGM) but shall not be entitled to cast their vote again.

III. The Process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on September 27, 2020 (10.00 a.m. IST) and ends on September 29, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2020, may cast their vote by remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) However, If you are a first time user, follow the steps given below :

For Members holding shares in Demat Form and Physical Form

PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to enter in the PAN field the first two letters of their name and 8 digit (including zeros) sequence number communicated to you. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
Bank Account Number(DBD) OR Date of Birth (DOB)#	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company then please enter the member id/folio number in the Bank Account Number details field as mentioned in instruction (iv)</p>

(viii) After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company name i.e Vaishno Cement Company Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders & Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(XiX) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- 24. Institutional Members/Bodies Corporate (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at **scrutinizermanishacs@gmail.com** with a copy marked to **helpdesk.evoting@cdslindia.com** on or before **30th September, 2020** upto 5.00 P.M. without which the vote shall not be treated as valid.
- 25. The voting rights of the 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 23rd September 2020.
- 26. The notice of Annual General Meeting (AGM) will be sent to the members, whose name appear in the register of members/ depositories as at closing hours of business on 5th day of September, 2020.
- 27. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September 2020. The facility of e-voting shall be provided once for every folio/client id, irrespective of the number of joint holders.
- 28. Since the company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized, as on the cutoff date of 23rd September, 2020 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

29. Notice of the AGM along with attendance slip, proxy Form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) . For members who request for a hard copy and for those who have not registered their email address, physical copies of same are being sent through the permitted mode.
30. Any person who acquired shares and became Member after dispatch of Notice of Annual General Meeting and holds shares as of the cut-off date i.e. 23rd September, 2020, are requested to send the written/ email communication to the Company at vaishno.cement@gmail.com by mentioning their Folio No./ DP ID and Client ID to obtain the Login-ID and password for e-voting.
31. **Ms. Manisha Lath, Company Secretary (Membership No. ACS 15614, C.P. No. 16768)** has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through post in a fair and transparent manner. The Scrutinizer will submit, not later than three days from the conclusion of the Meeting, a Consolidated Scrutinizer's Report of total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
32. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.vccl.in** and on the website of CDSL immediately after the result is declared. The Company shall simultaneously forward the results to the Metropolitan Stock Exchange of India Limited and the Calcutta Stock Exchange Limited, where the shares of the Company are listed.

33. **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

As per section 204 of the Companies Act, 2013 every listed company is required to appoint a whole-time Director and also company needs to have a director who can render services on a whole time basis to Company. Mr. Naresh Halge, who is a Commerce Graduate, is proposed to be appointed as Whole Time Director by the Board of Directors of the Company and as per the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of shareholders of the Company is required to the appointment of Whole-time Director of the Company.

The letter of appointment executed between the Company and Mr. Naresh Halge, would be available for inspection by the members at the Registered Office of the Company on any working day between **11.00 A.M and 01.00 P.M.** and would also be available at the Annual general Meeting.

The Board considers that the Company would benefit from the appointment of Mr. Naresh Halge, as the Whole-time Director and therefore recommends the resolution for your approval as an Ordinary Resolution.

Except Mr. Naresh Halge, being appointee, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the said resolution.

Registered Office
14B, Ramchandra Moitra Lane,
Kolkata - 700005

Dated: The 5th day of September, 2020

By Order of the Board
For Vaishno Cement Company Limited

Sd/-
Jagrati Suhalka
Company Secretary
(Membership No. A56544)

Vaishno Cement Company Limited
14B, Ramchandra Moitra Lane, Kolkata-700005 CIN: L26942WB1992PLC057087
EMAIL: vaishno.cement@gmail.com Website: www.vccl.in Phone: +91 3322253542

PROXY FORM [MGT-11]

[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(s) :
Registered Address :
E-mail Id :
Folio No./Client Id :
DP Id :

I/We, being the member(s) of Vaishno Cement Company Limited, hereby appoint:

1. Name :
Address :
E-mail Id :
Signature :
or failing him

2. Name :
Address :
E-mail Id :
Signature :
or failing him

3. Name :
Address :
E-mail Id :
Signature :
or failing him

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 Wednesday, September 30, 2020 at 11.00 A.M. at Khelaghar-81, Phulbagan, Near, Shyambazar A.V. School, Kolkata – 700005, and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.

1. Adoption of Financial statements, reports of the Board of Directors' and Auditors'
2. Appointment of Mr. Naresh Halge as Whole-time Director of the Company

Signed thisday of..... 2020.

Signature of Proxy holder(s):

Affix
Revenue
Stamp

NOTES: 1. 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. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/ AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

Vaishno Cement Company Limited
14B, Ramchandra Moitra Lane, Kolkata-700005 CIN: L26942WB1992PLC057087
EMAIL: vaishno.cement@gmail.com Website: www.vccl.in Phone: +91 33222 53542

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

ANNUAL GENERAL MEETING ON WEDNESDAY 30th September, 2020 at 11.00 A.M.

Member's Folio No. / DPID & CLID No. _____ No. of Shares _____

Mr./Ms./M/s.: _____

(Member's Proxy's Name in **BLOCK LETTERS**)

I, We hereby record my/our presence at the Annual General Meeting of the Company to be held on Wednesday, 30th September, 2020 at 11.00 A.M. at : **Khelaghar-81, Phulbagan, Near, Shyambazar A.V. School, Kolkata – 700005.**

I certify that I am a registered Shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General meeting of the Company at **Khelaghar-81, Phulbagan, Near, Shyambazar A.V. School, Kolkata – 700005, on Wednesday, 30th September, 2020 at 11.00 A.M.**

.....
Member's /Proxy's Name in Block Letters

.....
Member's/Proxy's signature

Note: 1. Members/Proxy holders wishing to attend the meeting must bring their duly filled and signed Attendance Slip with them. Duplicate slips will not be issued at the venue of the meeting.

1.No Gift/Coupon Will Be Distributed At The Annual General Meeting.

1. Name & Registered address of the
sole/ First Named Shareholder :
2. Name of the Joint Holder(s) if any :
3. Registered Folio No./ DP ID & Client ID :
4. No. of equity shares held :

Dear Member,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the company is pleased to provide E-voting facility to the members to cast their vote electronically on all resolutions proposed to be considered at the Annual General Meeting (“AGM”) to be held on 30th September at 11.00 A.M. at : **Khelaghar-81, Phulbagan, Near, Shyambazar A.V. School, Kolkata – 700005** and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The electronic voting particulars are set out below:

EVSN (Electronic Voting Sequence Number)	USER ID	PAN/ Sequence No.

The e-voting facility will be available during the following voting period:

Remote e-Voting starts On	Remote e-Voting ends On
27 th September, 2020 (10.00 AM)	29 th September, 2020(5.00 PM)

By Order of the Board
Registered Office
14B, Ramchandra Moitra Lane,
Kolkata - 700005
Dated: The 5th day of September, 2020

For Vaishno Cement Company Limited

Sd/-
Jagrati Suhalka
Company Secreatry
(Membership No. A56544)