



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 **34th 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 Thursday, 30th September, 2021 at 11.00 A.M.** to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 36th March, 2021 and the Statement of Profit & Loss for the year ended on that date, together with the Reports of the Auditors and Directors thereon and to pass the following resolutions as an Ordinary Resolution.

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 36th March, 2021 including the Audited Balance Sheet as at 36th March, 2021, the statement of Profit and Loss and the Cash Flow Statement for the Year ended on that date, the Reports of Directors and Auditors’ Report thereon, as circulated to the shareholders and now submitted to this meeting be and are hereby considered, approved and adopted.”

SPECIAL BUSINESS

2. To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT Mr. Mayur Gopaldas Ramaiya (DIN: 08953850)**, who was appointed as an Additional Director of the Company by Board of Directors w.e.f 24th July, 2021 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013 be and is hereby appointed as a Independent Director of the Company.

“**RESOLVED FURTHER 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.”

3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as special Resolution:

“**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. Jatin Nanji Chheda** be and is hereby approved as the Whole-time Director of the Company for a period of 5 years with immediate effect 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. Jatin Nanji Chheda**, 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.”

4. (a) The Company is exploring possibilities to enter into new business segment such as investing in shares, both listed and unlisted, mutual fund, bonds, agri commodities, precious metal etc. Towards this the Company has proposed to alter its object clause as detailed in the resolution below and to consider and, if thought fit, to pass with or without modification(s), the following resolution as special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the existing clause (III) (A) 1, (III) (A) 2 of the main object clause of Memorandum of Association of Company be altered by replacing the same with the following new clause:

(III)(A)1. To carry on the business or businesses of a holding and investment company, and to buy, underwrite and to invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, units of mutual funds, agricultural commodities, precious metals, obligation or securities of companies or partnership firms or body corporate or any other entities whether in India or elsewhere either singly or jointly with any other person(s), body corporate or partnership firm or any other entity carrying out or proposing to carry out any activity whether in India or elsewhere in any manner including but not limited to the following:

a. To acquire any such shares, stocks, debenture, debenture stock, bonds, units of mutual funds, obligation or securities by original subscription, exchange or otherwise and to subscribe for the same either conditionally or otherwise, to guarantee the subscription thereof issued or guaranteed by any government, state, public body, or authority, firm, body corporate or any other entity or persons in India or elsewhere.

b. To purchase or acquire, hold, trade and further to dispose of any right, stake or controlling interest in the shares, stocks, debentures, debenture stock, bonds, obligation or securities of companies or partnership firms either singly or jointly with any other person(s), body corporate or partnership firm carrying out or proposing to carry out any activity in India or in any other part of the world.

c. To carry on business of commodity trading (both Agricultural and precious metals) by way of (including commodity derivatives) broking, trading, investment and hedging and to act as brokers and traders in all commodities and commodity derivatives, and to act as market makers, finance brokers, underwriters, sub-underwriters, providers of service for commodity related activities buy, sell, take hold deal in, convert, modify, add value, transfer or otherwise dispose of commodities and commodity derivatives, and to carry on the business of commodity warehousing, processing and consumption.

d. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investment made.

e. To lend moneys on pledge, hypothecation, mortgage or otherwise and on such terms and conditions, with or without security, as may seem expedient and, in particular to customers of and persons having dealings with the Company and to any other company or firm or person, as may be expedient and to guarantee the performance of contracts by any such persons, provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.

(b) To consider and, if thought fit, to pass with or without modification(s), the following resolution as special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Object clause f Memorandum of Association of Company be altered by completely deleting Clause III (C).”

“FURTHER RESOLVED THAT any of the directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effects to the aforementioned resolution.

Registered Office
14B, Ramchandra Moitra Lane,
Kolkata – 700005
Dated, the 6th day of September, 2021

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 all items of Special Business 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, 2021 to 30th day of September, 2021 (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 26th 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.
20. S. K. Infosolutions Pvt. Ltd., D/42 Katju Nagar ,(Near South City Mall), Ground Floor, Katju Nagar Bazar, Jadavpur, Kolkata-Pin-700 0032 (T.P No 033-24120027 & 24120029)
21. 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 34th Annual General Meeting.
22. 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
23. The information as required to be provided in terms of the Listing Agreement with the Stock Exchange regarding the Directors who are proposed to be re-appointed is as follows.

Brief profile of the Directors being appointed and Re-Appointed

24. Members may also note that the notice of the Annual General Meeting to be held on 30th September' 2021 & Annual Report for the Year 2020-2021 will also be available on the Company's website www.vccl.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.

Name of Director	Jatin Nanji Chheda	Mayur Gopaldas Ramaiya
Date of Birth & Age	11/01/1978 & 43 Years of Age	21/12/1967 & 54 Years of Age
Date of Appointment	Proposed to be appointed in AGM	24/07/2021
Qualification	Graduate	Graduate
Nature of Expertise	Excellent Managerial Skill	Super Organisational Skill
No. of Listed Companies in which she holds Directorship	Nil	Nil
Chairman/Member of the Committee in which he is a director apart from this company	Nil	Nil
No. of Shares held	Nil	Nil

25. **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. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode i.e., with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>(2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 able to see the e-Voting option where the evoting is also in progress and will also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>(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.nsdl.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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>(2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining</p>

	virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022- 23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30.

IV. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The remote e-voting period commences on September 27, 2021 (10.00 a.m. IST) and ends on September 29, 2021 (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, 2021, 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.
- 2) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- 3) Click on “Shareholders” tab.
- 4) 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.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) 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.
- 7) However, If you are a first time user, follow the steps given below :

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- V. After entering these details appropriately, click on “SUBMIT” tab.
- VI. 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.
- VII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- VIII. Click on the EVSN for the relevant Company name i.e Vaishno Cement Company Limited on which you choose to vote.
- IX. 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.
- X. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XI. 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.
- XII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XIII. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XIV. 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.
- XV. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES/RTA.

1. For Physical shareholders – please provide necessary details like Mobile No., 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 Aadhaar Card) or any address proof (voter id proof, driving license, bank passbook particulars, latest electricity bill/telephone bill) by email to Company at vaishno.cement@gmail.com / RTA at skcdilip@gmail.com.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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.

26. 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, 2021** up to 5.00 P.M. without which the vote shall not be treated as valid.
27. 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 2021.
28. 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 20th day of August, 2021.
29. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September 2021. The facility of e-voting shall be provided once for every folio/client id, irrespective of the number of joint holders.
30. 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, 2021 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
31. 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.
32. 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, 2021, 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.
33. **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.

34. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.vaishnocement.com** 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.
35. **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

ITEM NO. 2

Mr. Naresh Halge joined the Company's Board in October 2018 as Whole-Time director. In terms of section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr. Naresh Halge is due to retire by rotation at this meeting. However, he has not offered himself for re-election due to other commitments, resulting in a vacancy on the Board.

The Board has resolved, subject to approval of shareholders, that the vacancy in the Board so created shall be filled by appointment of **Mr. Jatin Nanji Chheda in his place**. The Board recommends the resolution for approval by the shareholders. None of the Directors has any concern or interest in this resolution.

ITEM NO. 3

Mr. Mayur Gopaldas Ramaiya (DIN: 08953850) was appointed as Additional Director of the company w.e.f 24/07/2021 on Board of the Company in terms of Section 161 of the Companies Act, 2013, Pursuant to provisions of Section 161 of the Companies Act, 2013, he holds office as Director upto the date of ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing the name of Mr. Mayur Gopaldas Ramaiya as Independent Director of the Company.

Mr. Mayur Gopaldas Ramaiya is not disqualified from being appointed as a Director under section 164 of the Companies Act, 2013/ The Company has received the requisite Form DIR 8 from Mr. Mayur Gopaldas Ramaiya in terms of Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming his eligibility.

Your Directors recommend the resolution to be passed as an Ordinary Resolution for approval of shareholders. Except Mr. Mayur Gopaldas Ramaiya, being appointee, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out in Item No. 3.

ITEM NO. 4

Mr. Jatin Nanji Chheda aged about 43 years, having vast experience is proposed to be appointed as the Whole Time Director of the Company w.e.f 30th September, 2021. In view of his vast experience, the Board of Directors of the Company recommends appointment of **Mr. Jatin Nanji Chheda** as the Whole time

Director of the Company for a period of 5 years w.e.f 30th September, 2021 on the terms and conditions mentioned in the agreement entered between the Company and **Mr. Jatin Nanji Chheda** subject to approval of the members.

In accordance with requirements of Schedule V of the Companies Act, 2013, it is informed that the Company has not made any default in repayment of any of its debts for a continuous period of 30 days.

Your Directors recommend the resolution to be passed as Special Resolution for approval of shareholders. None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out in Item No. 4.

ITEM NO. 5

The effect of implementation of new Companies Act, 2013 is that Companies can carry on business activities which are mentioned in its main object clause of Memorandum. In the earlier Companies Act, Companies which have diversified in other activities were required to pass resolution in Board of Directors meeting or in the General Meeting, whereby the activities mentioned in other objects were invoked.

With effect from 6th April, 2014 all such Companies which were carrying out activities other than principal business activities as mentioned in other objects, are required to alter the main objects to include such activities therein, otherwise such business activities will be treated as ultra-virus.

Company at present is engaged in the business of manufacturing and dealing in Cement and other related products, so in order to comply with the new Companies Act, 2013, the Company needs to alter Main Object clause of Memorandum of Association.

In order to comply with the provisions of section 4(1) (c), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the other Object Clause from the Memorandum of Association. The Modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out in Item No.5.

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

Dated: The 6th day of September, 2021

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

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