RCL CEMENTS LIMITED

(Registered office: 3rd & 4th floor, Anil Plaza II, ABC, G. S. Road, Guwahati – 781 005, Assam)
Phone No. 91 361 2132 569 and Fax No. 91 361 7156 700
CIN U26941AS1997PLC005279 Website: www.dalmiacement.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the Members of the Company will be held on Monday, the 21st day of September, 2026 at 11:30 A.M through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), to transact the following business:

---

1) ALTERATION OF OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, and subject to such approvals, consents, permissions and sanctions as may be required from any statutory or regulatory authority, consent of the Members of the Company be and is hereby accorded for alteration of the Main Object Clause (Clause III.A) of the Memorandum of Association of the Company by insertion of the following new sub-clause as **Clause 8**, after the existing Clause 7:

8. To carry on the business of buying, selling, importing, exporting, trading, supplying, distributing, marketing, stocking, transporting and otherwise dealing in coal of all grades, varieties and types, including thermal coal, coking coal and other forms of coal, and to deal in coal and coal-related products and materials, whether in India or elsewhere.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company be and is hereby altered accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign, execute and file all such forms, documents, applications and returns and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution."

By Order of the Board of Directors of
RCL Cements Limited

Date: August 26, 2026

Place: New Delhi

Sd/-
Rachna Goria
Director
DIN 07148351

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company is presently authorised under the existing Object Clause of the Memorandum of Association (MOA) of the Company to undertake various activities relating to minerals, mineral products, cement, cement clinker, bricks, stones, tiles, lime, plaster, gravel, sand and other building requisites, as well as machinery and equipment relating thereto.

The Company proposes to expand its business activities to include the trading of coal, including purchase, sale, supply, distribution, stocking, transportation and other related activities.

The proposed activity is complementary to and in furtherance of the Company's existing business objects relating to minerals and mineral products. Accordingly, with a view to provide a specific enabling object for undertaking the proposed coal trading business and to facilitate the Company's proposed expansion into this line of business, it is considered appropriate to specifically include a separate object relating to coal trading in the Memorandum of Association of the Company.

Accordingly, it is proposed to insert a new sub-clause as **Clause 8** after the existing Clause 7 of the Main Object Clause (Clause III.A of the MOA of the Company).

The proposed alteration will enable the Company to undertake the aforesaid business activities and provide flexibility for expansion of its business operations.

In terms of Section 13 of the Companies Act, 2013, alteration of the Object Clause of the Memorandum of Association requires approval of the Members by way of a Special Resolution.

The Board of Directors, at its meeting held on 26th August, 2026, considered and approved the proposal for alteration of the Object Clause of the MOA of the Company and recommends the Special Resolution set out at Item No. 1 of this Notice for approval by the Members.

All documents referred to in the Notice of the Extraordinary General Meeting shall be available for inspection in electronic mode during normal business hours. Members seeking to inspect such documents can send an email at corp.sec@dalmiabharat.com in advance.

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

NOTES:

1. The MCA (Ministry of Corporate Affairs) vide its Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and subsequent Circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22nd September, 2025 (collectively referred as "MCA Circulars"), has permitted companies to hold their Extraordinary General Meeting ("EGM") through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') without the physical presence of the members at a common venue.

2. In compliance with applicable provisions of the Companies Act, 2013 (the Act) read with aforesaid MCA circulars, the Extraordinary General Meeting of the Company herein after called as "e-EGM") is being conducted through Video Conferencing.

3. The Company has appointed National Securities Depository Limited (NSDL) to provide VC facility for the e-EGM and the attendant enablers for conducting of the e-EGM.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM 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.com** and **corp.sec@dalmiabharat.com** and the same should reach atleast 48 hours before the commencement of the meeting.

6. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice is also available on the weblink https://www.dalmiacement.com/dalmia-cement-north-east-limited .

7. Pursuant to the provisions of the said circulars of MCA on the VC/OVAM(e-EGM), 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.

8. The Members can join the e-EGM 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

9. The attendance of the Members (members logins) attending the e-EGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

10. All documents referred to in the Notice shall be available for inspection in electronic mode during normal business hours. Members seeking to inspect such documents can send an email at corp.sec@dalmiabharat.com in advance.

11. 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.

12. The Scrutiniser shall, immediately after the conclusion of voting at the e-EGM, 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.

13. 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 EGM date subject to the requisite number of votes in favour of the Resolution(s).

14. The Results declared alongwith the Scrutiniser's Report shall be placed on the weblink https://www.dalmiacement.com/dalmia-cement-north-east-limited within 48 hours from the declaration of results of voting and shall also be displayed in the Notice Board at the Registered Office of the Company.

15. Since the EGM will be held through VC / OAVM, the route map is not annexed in this Notice.

16. **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 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, the Company is providing facility of remote e-voting to its Members through e-Voting agency namely NSDL.

17. **Voting at the E-EGM**: Members who could not vote through remote e-voting may avail the e-voting system provided at the EGM by NSDL.

18. 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. September 11, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com or to the Company/RTA. If you forgot your password, you can reset your password by using "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 11, 2026 may follow steps mentioned in the Notice of the EGM under "Access to NSDL e-Voting system".

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRAORDINARY 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. Friday, September 11, 2026, 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 Friday, September 18, 2026 at 09:00 AM (IST) and ends on Sunday, September 20, 2026 at 05:00 P.M (IST). During this period shareholders of the Company, 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 EGM 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

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.

Login Method for e-voting and joining the virtual meeting for 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:

Your User ID is:
EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 141185 then user ID is 141185001***

5. Password details for shareholders have been shared over email.

6. If you are unable to login using above password or have forgotten your password:
   a) Click on "**Physical User Reset Password?**" option available on www.evoting.nsdl.com.
   b) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.com mentioning your folio number, your PAN, your name and your registered address etc.
   c) 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 the "EVEN" of the Company and if the voting cycle and General Meeting is in active status.
2. Select "EVEN" of company 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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address evoting@nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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 EGM mentioning their name, folio number, email id, mobile number at corp.sec@dalmiabharat.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 EGM.