

Date: 08<sup>th</sup> May, 2024

To,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001.

Dear Sir/Madam,

Scrip Code: 531444

**Sub: Submission of Notice of 41<sup>st</sup> Annual General Meeting of the Company.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of 41<sup>st</sup> Annual General Meeting (AGM) of the Company Scheduled to be held on Tuesday, 11<sup>th</sup> June, 2024 at 11:00 AM IST at the Registered Office of the Company at Survey No- 35/10 Malohop Village Khalapur Raigad, Thane - 410206.

Please take the same on your records.

Thanking you,  
Yours Faithfully,

For Vardhman Concrete Limited



Vishal Vardhan  
Managing Director  
DIN : 03043125

Encl : As stated above

(Company with Concrete Base)

CIN: L99999MH1982PLC028556

### Notice

Notice is hereby given that the Forty First (41<sup>st</sup>) Annual General Meeting of the Members of **Vardhman Concrete Limited** ('the Company') will be held on **Tuesday, 11<sup>th</sup> June, 2024 at 11:00 A.M** at the Registered office of the Company at Survey No. 35/10, Malohop Village, Khalapur Taluka, Raigad District, Thane-410 220 to transact the following businesses:

#### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account together with the Reports of the Directors and Auditors thereon for the financial year ended 31<sup>st</sup> March, 2024.
- 2) To appoint a Director in place of Mr. Vishal Vardhan (DIN - 03043125), who retires by rotation and being eligible has offered himself for re-appointment.
- 3) To re-appoint M/s. G.P. Sharma & Co LLP as Statutory auditor of the Company and to fix their remuneration and to pass with or without modifications the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee; M/s. G.P. Sharma & Co LLP, Chartered Accountants (Firm Registration No: 109957W/W100247) be and are hereby re-appointed as Statutory Auditors of the Company; for a second term of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of 46<sup>th</sup> Annual General Meeting; and on a remuneration of Rs.100,000 /- (exclusive of taxes on reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company).”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution.”

#### SPECIAL BUSINESS:

- 4) To approve the requests received from Mr. Arvind Babulal Shah, Ms. Shah Jyoti Arvind Kumar, Ms. Arti Jayesh Gandhi, Mr. Jayesh Rasiklal Gandhi, Ms. Riki Sanjiv Puri, Mr. Sanjiv Premnath Puri, Ms Payal A Shah and Mr. Bharatkumar Shah, persons belonging to the promoter and

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**promoter group of the Company, for re-classification from the 'promoter and promoter group' category to 'public' category shareholder.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution with or without modifications:

**"RESOLVED THAT** pursuant to the provisions of the Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") (including any statutory modifications or re-enactments thereof for the time being in force) & recommendation of the Board, approval of Stock Exchanges, and/or such other approval, if any, as may be required in this regard, the consent of the Shareholders be and is hereby accorded to approve the reclassification of shareholdings from the '**promoter and promoter group**' category to '**public**' category shareholder, for the following shareholders:

<b>Sr No.</b>	<b>Name of the promoter seeking reclassification ("Outgoing Promoters")</b>	<b>No. of shares held</b>	<b>% Holding</b>
1	Arvind Babulal Shah	50049	0.70
2	Shah Jyoti Arvind Kumar	105181	1.47
3	Arti Jayesh Gandhi	136092	1.90
4	Jayesh Rasiklal Gandhi	248109	3.47
5	Riki Sanjiv Puri	32100	0.45
6	Sanjiv Premnath Puri	72000	1.01
7	Payal A Shah	25550	0.36
8	Bharat Kumar Shah	100	0.000001

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized on behalf of the Company to intimate Stock Exchanges post members approval & to submit application to the Stock Exchanges for re-classification in accordance with SEBI (LODR) Regulations, 2015 and other applicable laws, if any, and execute all such documents, instruments, papers and writings etc., as may be required from time to time on behalf of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for the said purpose."

**5) To re-appoint Mr. Vishal Vardhan (DIN: 03043125) as Managing Director of the Company**

To consider and if thought fit pass the following resolution as a Special Resolution with or without modifications:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification

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thereto from time to time or any re-enactment thereof for the time being in force) and the rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company; Mr. Vishal Vardhan (DIN - 03043125) be and is hereby appointed as Managing Director of the Company for a period of 3 years with effect from 29<sup>th</sup> March, 2025 to 28<sup>th</sup> March, 2028 on the terms and conditions of appointment and remuneration as mentioned below with liberty and power to the Board, to grant increments and to alter and vary from time to time, the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

**I. Salary:**

Basic Salary up to Rs. 5,00,000/-per annum.

**II. Perquisites:**

1. The expenses incurred by the appointee on gas, electricity, water, furnishing will be reimbursed.
2. All the medical expenses incurred for him and his family shall be reimbursed by the Company subject to a ceiling of 1 month's salary.
3. Leave Travel Concession for self and family once in every year as may be sanctioned by the Board.
4. Fees of club subject to a maximum of two clubs, this will include life membership fees.
5. Personal Accident Insurance, the premium for which shall not exceed Rs.10,000/- per annum.
6. Provision of a car with driver for use on companies business and telephones at residence.
7. Other Perquisites and Allowance as may be sanctioned by the Board of Directors and as approved by the Nomination and Remuneration Committee subject to maximum Rs. 50,000 per year.
8. Re-imburement of expenses incurred on behalf of the Company.

**III. Others:**

- a) The terms and conditions of appointment of Managing Director may be altered or varied from time to time by the Board as may consider and deemed fit so as not to exceed the limits specified in Schedule V or the Companies Act 2013 or the statutory modification or re-enactments thereof.
- b) Notwithstanding, where in any financial year during the currency of the tenure of the Managing Director, the Company has no Profits or if the profits are inadequate, it may continue to pay him remuneration, subject to Schedule V of the Companies Act 2013.
- c) The Managing Director shall be entitled to leave as per the Policy of the Company. Leave accumulated and not availed at the time of leaving the services of the Company shall be allowed to be encashed. This will not be considered as a perquisite.
- d) The Managing Director shall be liable to retire by rotation.
- e) The appointment of Mr. Vishal Vardhan as Managing Director shall be terminable by Company by a notice of two months, in writing.
- f) Disputes between the Company and the Managing Director or their legal heirs or with the legal representatives may be settled by Arbitration under the Indian Arbitration Act 1940.
- g) The Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.

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h) The Managing Director shall not become interested or otherwise concerned directly or in any selling agency of the Company except with the consent of the Company and in accordance with the provisions of the applicable laws in force.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, the appointee shall be paid the above remuneration as the Minimum Remuneration subject to the overall limits as per provisions contained in the Schedule V to the Companies Act, 2013 or any amendments hereinafter made, as may be agreed to between the Board of Directors and the appointee.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, severally and jointly, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to subdelegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit.”

**6) To approve lease, rent, sell, mortgage, transfer or dispose of undertaking.**

To consider, and if thought fit, to pass, the following resolution as a Special Resolution with or without modifications:

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(a) read with the Companies (Management and Administration ) Rules, 2014, Memorandum of Association and Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to lease, rent, sell, mortgage, transfer or dispose, off the whole/part of the premises of Factory site of the Company, situated at Survey No. 35/10, Malohop Village, Khalapur Taluka, Raigad District, Thane- 410 220 on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** any of the Directors, be and is, hereby authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E Forms with Registrar of Companies.”

Date: 29<sup>th</sup> April, 2024

Place: Mumbai

By Order of the Board

Sd/-

Mr. Vishal Vardhan

Managing Director

DIN: 03043125

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### NOTES:

- A) The route map showing directions to reach the venue of the 41<sup>st</sup> AGM is annexed.
- B) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item No. 3 to 6 of the Notice is annexed thereto.
- C) As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Secretarial Standard- 2 on General Meetings the relevant information in respect of the Director's seeking appointment and re-appointment forms an integral part of this Notice and Explanatory Statement as Annexure I.
- D) A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote instead of herself/ himself and a proxy need not be a Member of the Company.
- E) The proxy form should be deposited at the Registered Office of the Company not less than 48 (Forty-Eight) hours before the commencement of the AGM and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.
- F) 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.
- G) Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
- H) For the convenience of the Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.
- I) The members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number, in attendance slip for attending AGM.
- J) In case of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.



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- K)** The members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number, in attendance slip for attending AGM.
- L)** The Ministry of Corporate Affairs (MCA), Government of India as a part of its Green Initiatives had issued Circular No. 17/2011 and 18/2011, dated 21<sup>st</sup> April, 2011 and 29<sup>th</sup> April, 2011 respectively, allowing Companies to send official documents to their shareholders electronically as part of its green initiatives in Corporate Governance.
- M)** In this behalf, we are confident that you would appreciate the “Green Initiative” taken by MCA. We solicit your cooperation in helping the Company to implement the e-governance initiatives of the Government.
- N)** Shareholders holding physical shares are requested to dematerialize their shares. The Company has appointed Link Intime Private Limited, Mumbai for handling share transfer service and also for maintaining electronic connectivity with NSDL and CDSL who have allotted ISIN ACTIVATION NUMBER AS - ISIN No - INE115C01014. Shareholders who have not updated their email ID till date are requested to update their email address with their depository participant for demat holding of shares and with the Registrar & Share Transfer Agents of the Company, Link Intime India Private Limited and for physical holding of shares the shareholders are requested to contact the Registrar & Share Transfer Agents, Link Intime India Private Limited for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically and quote their folio numbers / client ID / DP ID in all correspondence.
- O)** Members desirous of making nomination in terms of Section 72 of the Companies Act, 2013 in respect of their shareholding may approach the Registrar for assistance. Shareholders holding shares in electronic form may approach their DP with whom they maintain their account for nomination. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the RTA in case the shares are held in physical form and to their DP in case the shares are held by them in electronic form.
- P)** Members are requested to notify immediately any change in their address:
- (i) to their Depository Participants (DPs) in respect of their electronic share accounts; and
  - (ii) to the Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.
- Q)** SEBI has mandated listed companies to issue securities in dematerialized form only, while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub division/splitting

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of securities certificate; consolidation of securities certificates / folios; and transmission and transposition. In this regard, members are requested to make request in Form ISR - 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

- R) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 04<sup>th</sup> June, 2024 may obtain the login ID and password by sending a request at [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or Issuer/RTA.
- S) Members desirous of getting any information in respect of the contents of the Annual report are requested to write to the Company at least one week before the AGM so as to enable the Management to keep the information ready & replies will be provided at the AGM.
- T) **Voting at Annual General Meeting**-The Company shall conduct voting by means poll process for the resolutions to be discussed at the AGM. Further the members who would have already voted by means of remote e-voting shall not be allowed to vote by ballot / poll at the AGM. Pursuant to provisions of Companies Act, 2013 read with rules made thereunder and pursuant to SEBI LODR Regulations, the Shareholders of the Company are eligible to cast their vote electronically as per the procedure mentioned below.
- U) In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of "remote e-voting" to its Members in respect of the businesses to be transacted at the 41<sup>st</sup> Annual General Meeting ("AGM"). The Company has engaged the service of the CDSL as the Authorized Agency to provide e-voting facilities.
- V) Dispatch of Notice, Annual Report, etc. to Shareholders: In Compliance with the MCA Circular 20/2020 dated 5<sup>th</sup> May, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, the Annual Report including the notice of the 41<sup>st</sup> AGM, indicating inter-alia, the process and manner of e-voting, is served only through electronic mode to members whose email IDs are registered with the Company / RTA / Depository Participant(s) and are holding shares of the Company as on 3<sup>rd</sup> May, 2024 being the cut-off date for the purpose. The Company will not be dispatching physical copies of the Notice and Annual Report to any Member.
- W) Members may also note that the Annual Report 2023-24 and the Notice will also be available on the Company's website [www.vardhmanconcreteltd.com](http://www.vardhmanconcreteltd.com), on the website of Stock Exchange BSE Limited [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).



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Members are requested to support Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or with RTA (in case of Shares held in physical form).

### X) Voting Results

(i) The voting rights of members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company (i.e. One Vote for Every One Share held).

(ii) The Company has appointed M/s. Rachana Maru Furia & Associates, Practicing Company Secretaries, to act as the scrutinizer for e- voting process as well as to conduct and prepare scrutinizers report for the voting by poll/ ballot to be conducted at the AGM.

(iii) The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

(iv) The result declared along with the scrutinizer's report shall be submitted to BSE Limited, where the shares of the Company are listed and shall also be uploaded on the website of the Company.

Y) Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the E-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instruction provided herein:

### Z) Instructions to Members for e-voting are as under:

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(i) The e-voting period begins on 08<sup>th</sup> June, 2024 at 9:00 a.m. and ends on 10<sup>th</sup> June, 2024 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 04<sup>th</sup> June, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	a) 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 users to login to Easi/Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.

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	<p>b) 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 your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>c) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>d) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>a) 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p> <p>b) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

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	<p>c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold 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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>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.</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. 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022-4886 7000 and 022 - 2499 7000

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**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>• 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.</li></ul>

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporate” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [vardhmanconcrete@gmail.com](mailto:vardhmanconcrete@gmail.com) , if they have voted



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from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like 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 **Company on [vardhmanconcrete@gmail.com](mailto:vardhmanconcrete@gmail.com) /RTA email id [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).**
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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**By Order of the Board**

**Sd/-**

**Mr. Vishal Vardhan  
Managing Director  
DIN: 03043125**

**Date: 29<sup>th</sup> April, 2024**

**Place: Mumbai**

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**Explanatory Statement**

**Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")**

**Item No 3**

**To appoint M/s. G. P. Sharma & Co LLP, Chartered Accountants, as statutory auditors of the Company and to fix their remuneration.**

The Members of the Company at the Thirty Sixth (36<sup>th</sup>) Annual General Meeting ('AGM') held on 30<sup>th</sup> September, 2019 had approved the appointment of M/s. G.P. Sharma & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company for a term of five years which shall expire at this AGM.

M/s. G.P. Sharma & Co LLP are eligible for re-appointment for another term of 5 years, and hence on recommendation from the Audit Committee & Board, it is proposed to re-appoint M/s. G. P. Sharma & Co LLP, as the statutory Auditors of the Company for a further period of five years from the conclusion of this AGM till the conclusion of the 46<sup>th</sup> AGM.

The present remuneration of M/s. G.P. Sharma & Co LLP, Chartered Accountants for conducting the audit for the financial year 2023-24, is Rs. 100,000/- plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.

On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of Rs. 100,000/- to be paid to M/s. G. P. Sharma & Co LLP for the financial year 2024-25. The Committee has considered various parameters like audit planning, proactive and robust audit approach, quality assurance process, audit experience and market standing of the firm, clientele served, technical knowledge etc. and found G. P. Sharma & Co LLP to be best suited to handle audit of the financial statements of the Company.

M/s. G. P. Sharma & Co LLP have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Accordingly, pursuant to Section 139 of the Companies Act, 2013, the Board of Directors of the Company seek the approval of members for passing the resolution as set out in the notice of the Annual General Meeting as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution except to the extent of their shareholding.

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**Item No. 4**

To approve the requests received from Mr. Arvind Babulal Shah, Ms. Shah Jyoti Arvind Kumar, Ms. Arti Jayesh Gandhi, Mr. Jayesh Rasiklal Gandhi, Ms. Riki Sanjiv Puri, Mr. Sanjiv Premnath Puri, Ms Payal A Shah and Mr. Bharatkumar Shah, persons belonging to the promoter and promoter group of the Company, for re-classification from the 'promoter and promoter group' category to 'public' category shareholder.

The Company had received separate request letters dated 22<sup>nd</sup> February, 2024 from the following persons belonging to the promoter and promoter group of the Company for re-classification from the 'promoter and promoter group' category to 'public' category shareholder in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"):

Sr No.	Name of the promoter seeking reclassification ("Outgoing Promoters")	No. of shares held	% Holding
1	Arvind Babulal Shah	50049	0.70
2	Shah Jyoti Arvind Kumar	105181	1.47
3	Arti Jayesh Gandhi	136092	1.90
4	Jayesh Rasiklal Gandhi	248109	3.47
5	Riki Sanjiv Puri	32100	0.45
6	Sanjiv Premnath Puri	72000	1.01
7	Payal A Shah	25550	0.36
8	Bharat Kumar Shah	100	0.000001

Pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, the Outgoing Promoters, in their respective request letters, have separately confirmed that each of them along with the persons related to them:

- (a) do not hold more than 10% of the voting rights in the Company;
- (b) do not exercise control over the affairs of the Company directly or indirectly;
- (c) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (d) are not represented on the Board (including not having a nominee director) of the Company;
- (e) are not acting as Key Managerial Personnel in the Company;
- (f) are not 'willful defaulter' as per the Reserve Bank of India Guidelines; and (g) are not fugitive economic offenders.

In view of the above, and on the basis of the rationale and the confirmations received from each of Outgoing Promoters, the Board of Directors of the Company, at its meeting held on 29<sup>th</sup> April 2024, analyzed the requests made by the Outgoing Promoters and in compliance with Regulation

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31A of the Listing Regulations, approved the request for re-classification, inter alia subject to approval by the members, the stock exchanges where the shares of the Company are listed namely BSE Limited and/or such other approval, if any as may be necessary in this regard.

As required under Regulation 31A(8) of the Listing Regulations, the Company has intimated the Stock Exchanges of receipt of reclassification request from the Outgoing Promoters on 22<sup>nd</sup> February, 2024 and the extract of the minutes of the meeting of the Board of Directors of the Company approving the re-classification was submitted to the Stock Exchanges on 29<sup>th</sup> April, 2024.

In accordance with Regulation 31A(3)(a)(iii) of the Listing Regulations, the reclassification of status of a shareholder holding more than one percent of the total voting rights in the Company, from the 'promoter and promoter group' category to the 'public' category, inter alia requires approval of the members of the Company by way of an ordinary resolution. Therefore, the aforesaid request for re-classification of the Outgoing Promoters is being placed before the members of the Company for approval by way of an ordinary resolution.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations, does not have trading in its shares suspended by the Stock Exchanges and does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the depositories.

Further, the promoter(s) seeking reclassification and persons related to them shall not vote to approve such reclassification request.

The Board of Directors of the Company recommends the resolution as set out in item No. 4 of the Notice for the approval of the members of the Company as an ordinary resolution.

None of the directors or key managerial personnel of the Company or their relatives, are in anyway concerned or interested in the proposed resolution as set out in item No. 4 of the Notice.

#### **Item 5**

##### **To re-appoint Mr. Vishal Vardhan as Managing Director of the Company.**

Mr. Vishal Vardhan holds office as Managing Director of the Company on approved terms until 28<sup>th</sup> March 2025 and shall be reappointed on receipt of requisite approvals. On the basis of recommendation of the Nomination & Remuneration Committee ('the Committee'), the Board of Directors approves his re-appointment in terms of applicable provisions of the Act for a period of three years from 29<sup>th</sup> March, 2025 upto 28<sup>th</sup> March, 2028, upon the terms & conditions stated in the resolution, subject to approval of the Members.

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Additional information in respect of Mr. Vishal Vardhan, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is enclosed as Annexure I.

Details as required pursuant to Schedule V of the Companies Act, 2013 is as under:

I. General Information	
Nature of industry	: Cement and concrete
Date or expected date of commencement of commercial production	: NA
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	: NA
Financial performance based on given indicators	: The net loss of the Company for the financial year ended March 31, 2024 is Rs. 41,56,735/-.
Foreign investments or collaborations, if any	: None
II. Information about the appointee:	
Background details	Mr. Vishal Vardhan is an MBA and has experience of more than 7 year in the field of real estate and construction activity.
Past remuneration	Basic Salary up to Rs. 5,00,000/-per annum and perquisites as mentioned in the Board resolution.
Recognition or awards	NA
Job profile and his suitability	As the Managing Director he is responsible for providing vital inputs for effective functioning of the Company.
Remuneration proposed	Basic Salary up to Rs. 5,00,000/-per annum and perquisites as mentioned in the

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		resolution.
	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Comparative figures cannot be determined as the financial performances and individual cases differ, though in the same industry.
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from receiving managerial remuneration Mr. Vishal Vardhan does not have any pecuniary relationship with the Company.
<b>III.</b>	<b>Other information</b>	
	Reasons of loss or inadequate profits	Considering the present economy and overall regulatory and business environment changes; The Company is still finding and developing optimistic ways to maximize the profits and to achieve targets set and overall growth.
	Steps taken or proposed to be taken for improvement	The Company Constantly endeavors for growth and is taking necessary steps to reduce the Losses and book profits in future.
	Expected increase in productivity and profits in measurable terms	The Company is expects growth and profits in near future.

Mr. Vishal Vardhan and Mr. Ramesh Vardhan are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

**Item No. 6****To approve lease, rent, sell, mortgage, transfer or dispose of undertaking.**

The Board of Directors of the Company, at its meeting held on 29<sup>th</sup> April, 2024, has approved and recommended to sell/transfer/dispose off the whole/part of the premises of factory site of the



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Company situated at Survey No. 35/10, Malohop Village, Khalapur Taluka, Raigad District, Thane- 410 220 subject to the consent of shareholders by way of special resolution.

Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company seek the approval of members for passing the resolution as set out in the notice of the Annual General Meeting as Special Resolution.

None of the Directors of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 are, in any way, financially or otherwise, concerned or interested in the resolution except to the extent of their Shareholding.

**Date : 29<sup>th</sup> April, 2024**

**Place : Mumbai**

**By Order of the Board**

**Sd/-**

**Mr. Vishal Vardhan  
Managing Director**

**DIN : 03043125**

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## Annexure I

Details of the Directors seeking re-appointment at the Forty First (41st) Annual General Meeting as per Companies Act, 2013, Secretarial Standards and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.

Name of the Director	Vishal Vardhan
Director Identification Number (DIN)	03043125
Date of Birth	09/07/1988
Age	35 years
Date of Appointment (Original)	29/03/2019
Qualification	MBA
Brief Resume and Experience	He has experience of more than 7 year in the field of real estate and construction activity.
Expertise in specific functional areas	Real estate and construction activity.
Directorships held in other Companies (excluding section 8 and foreign companies)	1. Diwali Developers Private Limited 2. Vibuti Construction Private Limited 3. Vardhman Residency Private Limited 4. Vardhman Multicuisine Private Limited 5. Stork Realtors Private Limited 6. Vardhman Entertainment & Hospitality Private Limited
Memberships of Committees across other companies	NA
Relationship between Directors inter-se	Son of Mr. Ramesh Vardhan
Terms and Conditions of re-appointment	Director liable to retire by rotation and other terms of office of MD as elaborated in the Resolution.
Remuneration to be paid	NIL
Remuneration last drawn	NIL
Shareholding in the Company	NIL
No. of Board Meetings attended/ held during the previous financial year	4

By Order of the Board

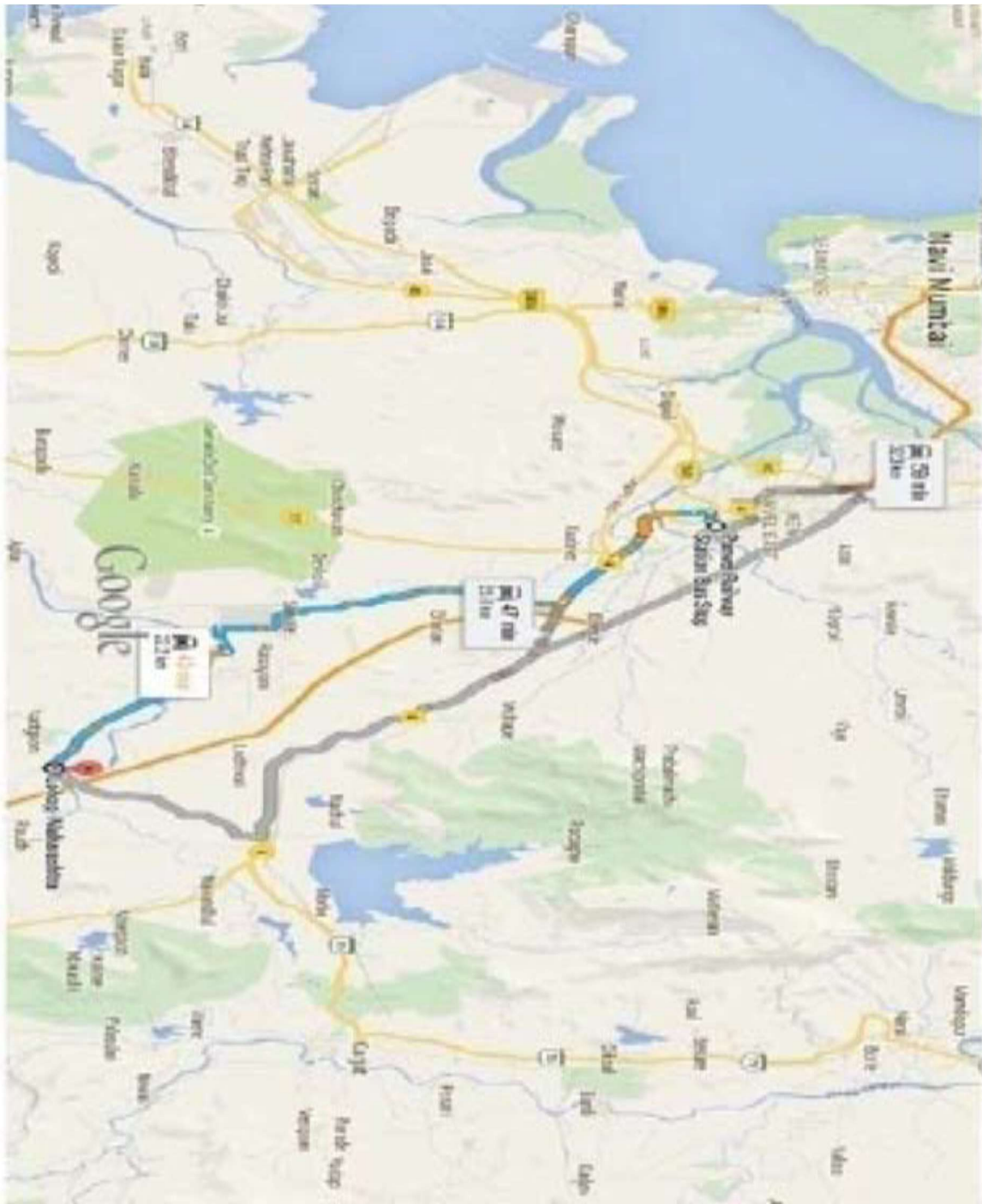
Sd/-  
Vishal Vardhan  
Managing Director  
DIN : 03043125

Date : 29<sup>th</sup> April, 2024  
Place : Mumbai

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### Route Map for the venue of 41<sup>st</sup> Annual General Meeting of the Company



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Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

CIN : L99999MH1982PLC028556  
Name of the Company : Vardhman Concrete Limited  
Registered Office : Survey No.35/10, Malohop Village, Khalapur Taluka, Raigad  
District, Maharashtra -410206

Name of the member(s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Folio No. / Client Id : \_\_\_\_\_  
DP ID : \_\_\_\_\_

I/We, being the member (s) of **Vardhman Concrete Limited** hold \_\_\_\_\_ shares of the  
above named company, hereby appoint

1.

Name: \_\_\_\_\_  
\_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature \_\_\_\_\_, or failing him /her.

2.

Name: \_\_\_\_\_  
\_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41<sup>st</sup>  
Annual General Meeting of the company, to be held on Tuesday, 11<sup>th</sup> June, 2024 at registered  
office of the Company at Survey No.35/10, Malohop Village, Khalapur Taluka, Raigad District,  
Maharashtra -410206 and any adjournment thereof in respect of such resolutions as are indicated  
below:

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Sr. No.	Resolution	For	Against
1	To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account together with the Reports of the Directors and Auditors thereon for the financial year ended 31st March, 2024.		
2	To appoint a Director in place of Mr. Vishal Vardhan (DIN - 03043125), who retires by rotation and being eligible has offered himself for re-appointment.		
3	To re-appoint M/s. G.P. Sharma & Co LLP as Statutory auditor of the Company and to fix their remuneration.		
4	To approve the requests received from Mr. Arvind Babulal Shah, Ms. Shah Jyoti Arvind Kumar, Ms. Arti Jayesh Gandhi, Mr. Jayesh Rasiklal Gandhi, Ms. Riki Sanjiv Puri, Mr. Sanjiv Premnath Puri, Ms Payal A Shah and Mr. Bharatkumar Shah, persons belonging to the promoter and promoter group of the Company, for re-classification from the 'promoter and promoter group' category to 'public' category shareholder.		
5	To re-appoint Mr. Vishal Vardhan as Managing Director of the Company.		
6	To approve lease, rent, sell, mortgage, transfer or dispose of undertaking.		



Signed this..... day of..... 20....

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\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Signature of 01st proxy    Signature of 02nd proxy

Note: 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.



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**ATTENDANCE SLIP**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

Name of the Attending Member/ Proxy/Authorized Representative	:	
Member's Folio Number	:	
*DP ID & Client ID	:	
No of Shares held	:	

\* **Note:** In case the shares are held in dematerialized form.

I hereby record my presence at the 41<sup>st</sup> Annual General Meeting of the Company to be held on Tuesday 11<sup>th</sup> June, 2024 at the registered Office of the Company at Survey No.35/10, Malohop Village, Khalapur Taluka, Raigad District, Maharashtra -410206 or at any adjournment thereof.

\_\_\_\_\_  
Member's / Proxy Signature