

VALLEY MAGNESITE COMPANY LIMITED

Regd. Office:- A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata-700 001

CIN:L23169WB1988PLC045491

Phone:033-22436242, Fax:-033-22310835

Email: valleymagnesite@yahoo.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001 on Monday, the 29th September, 2014 at 10.00 A.M to transact the following businesses :-

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date, the Report of the Auditors thereon and the Report of the Board of Directors of the Company for the year ended 31st March, 2014.
2. To declare a dividend on Equity Shares, if any for the financial year ended 31st March, 2014.
3. To appoint auditors of the company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:
“**RESOLVED THAT** M/s A.K.Meharia & Associates , Chartered Accountants (Firm Registration No. 324666E) , be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of the Twenty Sixth Annual General Meeting to the conclusion of Company’s Twenty Ninth Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company”
4. To appoint a Director in place of Mr. Sandeep Kumar Pareek (DIN: 00607092), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider & if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** Mr. Pratap Ram Ganguly [DIN: 00607399), who was appointed an Additional Director of the Company by the Board of Directors with effect from 18th June 2014, in terms of Section 161(1) of the Companies Act, 2013 of the Company and whose term of office expires at the 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 independent Director be and is hereby appointed an Independent Director of the Company under section 152(2), for an initial period of five years from the conclusion of Company’s Twenty First Annual General Meeting to the conclusion of Company’s Twenty Sixth Annual General Meeting.”
RESOLVED FURTHER that the Board (or any Committee thereof) be and is hereby authorised to take all such necessary actions in the matter”.
6. To consider & if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** Mr. Shambhu Nath Modi (DIN: 02782718), who was appointed an Additional Director of the Company by the Board of Directors with effect from 18th June 2014, in terms of Section 161(1) of the Companies Act, 2013 of the Company and whose term of office expires at the 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 independent Director be and is hereby appointed an Independent Director of the Company under section 152(2), for an initial period of five years from the conclusion of Company’s Twenty First Annual General Meeting to the conclusion of Company’s Twenty Sixth Annual General Meeting.”

VALLEY MAGNESITE COMPANY LIMITED

RESOLVED FURTHER that the Board (or any Committee thereof) be and is hereby authorised to take all such necessary actions in the matter”.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, the consent of the Company be and is hereby accorded to the appointment of Mr. Arun Kumar Agarwalla (DIN 00607272), who was appointed as a “Additional Director” of the Company by the Board of Directors under the Articles of Association of the Company, as the “Managing Director” of the Company for a period of five years effective from 1st October, 2014, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Arun Kumar Agarwalla .

8. To consider adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Registered Office : A-402, Mangalam,
24/26 Hemanta Basu Sarani,
Kolkata- 700 001.

Dated: The 29th day of August, 2014

By order of the Board
For Valley Magnesite Co. Ltd
(Arun Kumar Agarwalla)
Director

Notes :

1. **A Member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy so appointed need not be a Member of Company. The Instrument of Proxy must be lodged with the Company not less than 48 hours before the Meeting.**

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total Share Capital of the Company, carrying voting rights.

2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf in the meeting.
3. **The Register of Members shall remain closed from 25th September, 2014 to 29th September, 2014 (both days inclusive).**

VALLEY MAGNESITE COMPANY LIMITED

4. The relevant Statement, pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) in respect of the items of Special Business is annexed hereto.
5. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management of Administration) Rules, 2014, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting votes through the electronic voting system (“e-Voting”) under an arrangement with the Central Depository Services Limited (CDSL) as specified more fully in the instructions hereunder provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently.
6. Voting shall be reckoned in relation to a Member’s holding of the Paid-up Equity Share Capital of the Company as at close of business on **22nd August, 2014(Record Date)**.
7. Members holding shares in physical form are requested to notify change of address, if any, along with address proof i.e. Voter Identity Card, Electric/Telephone Bill, Driving Licence or a copy of passport and Bank Statement to the Share Department of the Company / Registrars and Share Transfer Agents and, in case the shares are held in dematerialized form, then this information should be passed on to the respective Depository Participants and into to the Share Department of the Company/Registrars and Share Transfer Agents.
8. In case the mailing address mentioned on the envelope of this Annual Report is either without Pin Code or with incorrect Pin Code, Members are urged to advise the correct Pin Code to the Share Department of the Company /Registrars and Share Transfer Agents or the respective Depository Participants(s), as the case may be immediately, for speedier delivery in future.
9. (a)Members desirous of receiving Notices and/or documents from the Company through the electronic mode are urged to update their email address with their Depository Participants, where shares are held in electronic form or to the Share Department of the Company / Registrars and Share Transfer Agents where shares are held in physical form.
(b) Email addresses of Members as advised to the Share Department of the Company / Registrar and Share Transfer Agents where shares are held in physical mode or registered with Depositories where shares are held in the electronic mode will be deemed to be the Member’s registered Email address for serving Company documents/ notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs Members intending to refresh/update their email addresses should do so as soon as possible.
10. Members holding Shares, in physical form, in identical order of names in more than one Folio, are requested to write to the Share Department of the Company / Registrars and Share Transfer Agents enclosing the relevant Share Certificates requesting consolidation of such Folios into one Folio for your own convenience.
11. As per the provisions of the Act, the facility for making / varying/ cancelling nominations is available to individuals holding shares in the Company Nominations can be made in Form-SH.13 and any variation/ cancellation thereof can be made by giving notice in Form-SH.14, prescribed under the Companies (Share Capital and Debentures) Rules,2014 for the purpose. The Forms can be obtained from the Share Department of the Company / Registrars / Share Transfer Agents or from the Website or the Ministry of the Company Affairs at www.mca.gov.in.
12. a)Members desirous of getting any information in relation to the Company’s Annual Report 2013-14 are requested to address their query (ies) well in advance, i.e. at least 10 days before the Meeting, to enable the Management to keep the information readily available at the Meeting.
b)Members holding shares in Electronic Form are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.

VALLEY MAGNESITE COMPANY LIMITED

13. Members are requested to claim their unclaimed shares lying with the Company by sending proper documentary evidence to establish their bona fides. Till such claim, as per Clause 5A II of the Listing Agreement with the Stock Exchanges, voting rights on such shares shall remain frozen.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions. Thereafter it was clarified vide Circular no. MRD/DOP/Cir-05/2009 dated May 20, 2009 that for securities market transactions and off market transaction involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of PAN Card to the Company/Registrars and Share Transfer Agent for registration of such transfer of shares, Hence, Members holding shares in the electronic form are requested to submit their PANs to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company/Registrars and Share Transfer Agents, Niche Technologies Pvt. Ltd.
15. As per requirements of Clause 49 (IV)(G)(I) of the Listing Agreement with the Stock Exchanges, particulars relating to appointment and reappointment of Directors are given in the Corporate Governance Section of the Annual Report.
16. A member, holding shares in physical form or in dematerialized form, may choose to cast his/her vote electronically, The Company will consider votes casted through the e-Voting system while declaring the results of the voting.

17. VOTING THROUGH ELECTRONIC MEANS

- I.) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
- II.) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

III.) The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 23, 2014 at 10.00 A.M. and ends on September 25, 2014 at 6.00 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 (record date) of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.

VALLEY MAGNESITE COMPANY LIMITED

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of August 22, 2014

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "**VALLEY MAGNESITE COMPANY LIMITED**" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

VALLEY MAGNESITE COMPANY LIMITED

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
18. 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 akkhandelia@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 25, 2014, upto 6 pm. without which the vote shall not be treated as valid
19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22-August-2014.
20. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 22-August-2014.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 22-August-2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. Shri Anand Khandelia, Practising Company Secretary (Certificate of Practice Number FCS 5803 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
23. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer’s Report shall be placed on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to The Calcutta Stock Exchange Limited.

VALLEY MAGNESITE COMPANY LIMITED

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

Item Numbers 5 and 6

Mr. Pratap Ram Ganguly and Mr. Shambhu Nath Modi (DIN: 02782718) was appointed an Additional Directors of the Company at a Meeting of the Board of Directors held on 18th June, 2014.

Upon implementation of the Companies Act, 2013 ('the act'), the Board, as its Meeting held on 18th June, 2014, has formed an opinion that each of them are persons of integrity and possess relevant expertise and experience for being appointed Independent Directors of the Company. In the Opinion of the Board, each of these persons fulfills the conditions specified in the Act and the Rules made thereunder and that they are each independent of the Management. They have

also at the said Board Meeting filed declarations under Section 149(7) of the Act stating that they can function as Independent Directors within the meaning of Section 149(6) of the Act.

In view of the above position, approval of Members is sought, through Ordinary Resolutions, to formally appoint them Independent Directors as per Section 149(1) of the Act for a period of five years from the conclusion of the Company's Twenty First Annual General Meeting to the conclusion of Company's Twenty Sixth Annual General Meeting.

The company and the Independent Directors shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluations mechanism as provided therein. Their appointment once made at the Meeting shall be formalized through a letter of appointment, which will set out :

- a) the term of appointment ;
- b) the expectation of the Board from the appointed Director, the Board-level committee(s) in which the Director is expected to serve and its tasks ;
- c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
- d) provision for Directors and Officers (D & O) insurance, if any ;
- e) the code of Business Ethics that the Company expects its Directors and employees to follow ;
- f) a list of actions that a Director should not do while functioning as such in the Company ; and
- g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Board and other Meetings and profit related commission, if any.

Formal letter of appointment shall be issued to each Independent Director upon appointment. The terms and conditions of the appointment shall be open for inspection at the registered office of the Company by any Member during normal business hours.

The Board is of the opinion that it would be in the interest of the Company to appoint Mr. Pratap Ram Ganguly [DIN: 00607399], and Mr. Sambhu Nath Modi as Independent Directors and Resolutions 5 and 6 been proposed to this end. The Board commends the Resolutions to Members for acceptance.

Mr. Sambhu Nath Modi and Mr. Pratap Ram Ganguly [DIN: 00607399], should be deemed concerned or interested in the particular Resolutions seeking to appoint each of them as Independent Directors. No other Director/Key Managerial Personnel or any relative of the

Directors or the Key Managerial Personnel have any concern or interest in the aforesaid Resolutions. The passing of aforesaid Resolutions also do not relate to or affect any other Company.

Mr. Shambhu Nath Modi and Mr. Pratap Ram Ganguly, not being the retiring Director in terms of Section 152 of the Act, their name has been proposed by a Member along with a deposit of Rs. 1 Lakh as provided under section 160 of the Act. This deposit shall be refunded should they get elected as a Director or secures more than 25% of the total valid votes cast on such Resolution.

Item Number 7

Mr. Arun Kumar Agarwalla , was appointed an Director of the Company at a Meeting of the Board of Directors held on 3rd November , 1988. Further, Mr. Arun Kumar Agarwalla is a highly experienced person in

VALLEY MAGNESITE COMPANY LIMITED

the field of business of investment and finance having experience of over 33 years in all aspects of industry, marketing and finance.

The Board of Director hopes that the company will be benefited by her services of the day to day operation and smooth running of the business. Mr. Arun Kumar Agarwalla has enough experience in the field of business in which your company is presently engaged and it will not only add to the enhancement of the business opportunities of your Company but will also enhance the profit of your company.

The Board of Directors ('Board') appointed Mr. Arun Kumar Agarwalla, Director as the Managing Director of the Company with effect from 01.10.2014 for a period of Five years, and the following remuneration is proposed:

Remuneration:

(a) Salary :

Rs.50,000/- per month (with an annual increment as decided by the Board of Directors, subject to the ceiling as prescribed in Schedule XIII of the Companies Act, 1956).

(b) Other perquisites:

Subject to overall ceiling on remuneration mentioned the Managing Director may be given any other allowances, benefits and perquisites which will mean and include telephone expenses, club membership fees and or any other allowances as the Board of Directors may from time to time decide.

Re-imburement of entertainment for business, traveling and all other actual expenses incurred for the purpose of company's business shall not be considered as remuneration and/or perquisites

Overall Remuneration:

The aggregate of salary, commission and perquisites in any one financial year shall not exceed the limits prescribed or to be prescribed from time to time under as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 as may for the time being be in force.

Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of salary, commission, perquisites and other allowances shall be governed by limits prescribed under Schedule V of the Companies Act, 2013.

Except Mr. Arun Kumar Agarwalla, none of the Directors of the Company is, in any way, concerned or interested in the resolution.

Item Number 8

The Articles of the Association (AoA) of the Company as currently in force was originally adopted as per the provisions of the Companies Act 1956 and further amendments were adopted pursuant to the provisions under the Companies Act, 1956, from time to time. The references to specific section of the Companies Act, 1956 in the existing AoA may no longer be in conformity with the Companies Act, 2013. Considering that substantive sections of the Companies Act which deals with the general working of the companies stand notified, it is proposed to amend the existing AoA to align it with the provisions of the Companies Act, 2013 including the Rules framed there under and adoption of specific section from Table "F" of Schedule I to the Companies Act, 2013 which sets out the model articles of association of the company limited by shares.

As per Companies Act, 2013, several regulations of the existing AoA of the company requires alteration or deletions in several articles. It is expedient to wholly replace the existing AoA by a new set of Article.

None of the Directors and/ or Key Managerial Personnel of the Company or their relatives in any way concerned or interested in these resolutions.

Registered Office : A-402, Mangalam,
24/26 Hemanta Basu Sarani,
Kolkata- 700 001.

Dated: The 29th day of August, 2014

By order of the Board
For Valley Magnesite Co.Ltd

(Arun Kumar Agarwalla)
Director

VALLEY MAGNESITE COMPANY LIMITED

Regd.Office:- A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata-700 001

(CIN:L23169WB1988PLC045491)

Phone:033-22436242, Fax:-033-22310835

Email: valleymagnesite@yahoo.in

ATTENDANCE SLIP

26th Annual General Meeting to be held on Monday, the 29th day of September, 2014 at 10.00 A.M at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001

Name of the attending Member(In Block Letters)
Folio /DP ID CLIENT ID No.
No.of Shares Held
Name of PROXY (In Block Letters , to be filled in if Proxy Attends instead of the Member)

I hereby record my presence at the 26th Annual General Meeting on 29th September,2014

.....
Signature of Proxy Holder

.....
Signature of the Member

THIS ATTENDANCE SLIP DULY FIELD IS TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

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PROXY FORM

Name of the Member(s)	
Registered Address	
Folio No./DP ID-Client ID	
E-Mail ID	
No.of Shares	

I/We , being the member(s) of _____ shares of the named company, hereby appoint

1.Name:	
Address:	
Email Id	Signature
or failing him	
2.Name:	
Address:	
Email Id	Signature
or failing him	
3.Name:	
Address:	
Email Id	Signature

as my proxy to attend and vote for me/us and on my/our behalf at the 26th Annual General Meeting of the Company , to be held on Monday, the 29th September, 2014 at A-402, Mangalam, 24/26 Basu Sarani, Kolkata- 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Sl.No.	Resolution	For	Against
Ordinary Business:			
1.	Adoption of Financial Statements of the Company for the year ended 31st March,2014 together with the Director's & Auditors Report thereon.		
2.	Declaration of Dividend for the financial year 2013-14(if any)		
3.	Appointment of M/s A.K.Meharia & Associates , Chartered Accountants , as statutory auditors of the Company and to authorize the Board of Directors to fix their remuneration.		
4.	Re-appointment of Mr.Sandeep Kumar Pareek (DIN: 00607092) who retires by rotation		
Special Business:			
5.	Appointment of Mr.Pratap Ram Ganguly (DIN:00607399) as Independent Director of the Company		
6.	Appointment of Mr.Sambhu Nath Modi (DIN:02782718) as Independent Director of the Company		
7.	Appointment of Mr.Arun Kumar Agarwalla(DIN:00607272) as Managing Director of the Company		
8.	Alteration of Articles of Association of the Company		

Signed this ____ day of _____ 2014

.....
Signature of Shareholder(s)

Revenue Stamp

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes: (a) the form should be signed across the stamp as per specimen signature registered with RTA/DP
(b) the form should be deposited at the registered office of the company atleast 48 hours before the time fixed for holding the meeting.

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BALLOT PAPER FOR VOTING AT AGM(in lieu of e-voting)

Name & Registered Address of the sole /First Named Shareholder (in block letters)		Name(s) of the Joint Holder, if any	
		1. 2.	
Registered Folio No/ Client ID No.		No. of. Shares Held	

I / We hereby exercise my /our vote(s) in respect of the following resolutions to be passed for the business stated in the Notice of the 26th Annual General Meeting of the Company to be held on 29th September, 2014 , by sending my/our assent or dissent to the said Resolutions by placing a tick (✓) at the appropriate box below:

Sl.No.	Resolution	I/We assent to the resolution	I/We dissent to the resolution
Ordinary Business:			
1.	Adoption of Financial Statements of the Company for the year ended 31st March, 2014 together with the Director's & Auditors Report thereon.		
2.	Declaration of Dividend for the financial year 2013-14(if any)		
3.	Appointment of M/s A.K.Meharia & Associates , Chartered Accountants , as statutory auditors of the Company and to authorize the Board of Directors to fix their remuneration.		
4.	Re-appointment of Mr.Deba Prosad Banerjee (DIN: 00607092) who retires by rotation		
Special Business:			
5.	Appointment of Mr.Pratap Ram Ganguly (DIN:00607399) as Independent Director of the Company		
6.	Appointment of Mr.Sambhu Nath Modi (DIN:02782718) as Independent Director of the Company		
7.	Appointment of Mr.Arun Kumar Agarwalla(DIN:00607272) as Managing Director of the Company		
8.	Alteration of Articles of Association of the Company		

Signed this ___ day of _____ 2014

Place _____

.....
Signature of Shareholder(s)

Note: Please read the instructions overleaf before exercising your vote.

VALLEY MAGNESITE COMPANY LIMITED

INSTRUCTIONS

- A. Shareholders have option to vote either through e-voting i.e electronic means or to convey assent / dissent in physical form. If a shareholder has opted for this physical ballot form , then he/she should not vote by e-voting and vice versa. However, in case shareholders cast their vote through both physical ballot form and e-voting , then vote cast through e-voting shall be considered. Subject to it being found to be valid, and vote cast through this form shall be treated as invalid.
- B. The notice of Annual General Meeting and the Annual Report has been dispatched to the members whose name appear on the Register of Members as on 22nd August , 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
- C. Voting through this form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

Process and Manner for Members opting to vote by using the Ballot Paper.

1. A member desiring to exercise vote by Ballot Paper should complete this Form (no other form is permitted) and send it to the scrutinizer . Mr. Anand Khandelia , Practicing Company Secretary , Scrutinizer, to reach on or before the close of working hours i.e 6.00 p.m on 25th September, 2014. All Forms received after this date will be strictly treated as if the reply from such Member has not been received .
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants) In case of Joint Holding , this Form should be completed and signed by the First named Shareholder and in his absence , by the next named Shareholder.
3. In respect of Shares held by corporate and institutional shareholders (companies, trusts, societies etc) the Form should be accompanied by a certified copy of relevant Board Resolution / appropriate authorization , with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (☑) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered.
5. Members are requested to fill the Form in indelible ink to avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Form for every folio / client id irrespective of the number of joint holders.
7. A member may request for a duplicate Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 1 above.
8. Members are requested not to send any other paper along with this Form. They are also requested not to write anything in the form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Form will be final and binding.
10. Incomplete , unsigned or incorrectly ticked Forms will be rejected.

