

Scrutinizer(s) Report

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
Chairman,
of the Thirty Fifth Annual General Meeting of
Vinay Cement Limited,
Jamunanagar, Umrangshu,
Dist. North Cachar Hills, Assam- 788931

Dear Sir,

I, Harrish Khurana proprietor of M/s Harish Khurana & Associates, Company Secretaries, having office at G-1/208-209 2nd Floor, Rohini, Sector-16, Delhi-110089, was appointed by the Board of Directors of **VINAY CEMENT LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote electronic e-voting under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016 and e-voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the e-AGM, and on the resolutions contained in the Notice calling, the Thirty Fifth Annual General Meeting ("AGM") of the Members of the Company, held on Wednesday, the 15th day of September, 2021 at 10:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means(OAVM).

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote e-voting by the members in person on the resolutions proposed in the Notice calling the Thirty Fifth Annual General Meeting of the Company, is the responsibility of the management. My Responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report to the Chairman on the result of voting of the resolutions based on the reports generated from the electronic e-voting system provided by the National Securities Depository Limited(NSDL) to the members and other participants at their platform for participation in the e-AGM at <https://eservices.nsdl.com> and for e-voting at <https://www.evoting.nsdl.com>.



2. The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facilities for voting through Electronic means to all the Members who were eligible to participate in the remote e-Voting mode during the proceedings of the e-AGM, which was available till 15 minutes from the conclusion of the e-AGM.
 3. The cut-off date for the purpose of identifying the Members who were entitled to vote on the resolution placed for their approval was Wednesday, the 08th day of September, 2021.
 4. As prescribed in the Rules, the remote e-voting facility was kept open for three days from Sunday, the 12th day of September, 2021 (9.00 A.M) till Tuesday, the 14th day of September, 2021 (5.00 PM).
 5. On Wednesday, the 15th day of September, 2021 at the e-AGM, the voting through remote e-voting process was unblocked by me after conclusion of the time provided to the shareholders.
 6. Pursuant to Articles of Association of the Company, the parent company, i.e Calcom Cement India Limited (member) has voting rights available on proportionate basis i.e. 76% (Dalmia group) and 24% (Bawri group). Since representative from Bawri group was not able to e-vote, as facility can be used only once against one folio/DP, hence we have taken into account 24% dissent of Bawri group based on the communication from the Bawri group representative, attending the e-AGM.
- I. The result of the e-Voting is as under:
1. **Ordinary Resolution for adoption of the Audited Standalone Financial Statement of the Company for the year ended 31st March, 2021 along with the Reports of the Auditors and Directors thereon and Consolidated Financial Statement of the Company for the year ended 31st March, 2021 alongwith the Reports of the Auditors thereon- votes in favour - 76% and votes against – 24%.**
 2. **Ordinary Resolution to re-appoint of Mr. Dharmender Tuteja (DIN-02684569), as Director, who retires by rotation and being eligible, offers himself for re-appointment – votes in favour - 76% and votes against – 24%.**
 3. **Ordinary Resolution for appointment of Mr. Ganesh Jirkuntwar (DIN 07479080), as Director of the Company - votes in favour - 76% and votes against – 24%.**
 4. **Ordinary Resolution to appoint Mr. Padmanav Chakravarty, as Manager for a period of five years as prescribed under the provisions of Section 203 of the Companies Act, 2013 – votes in favour - 76% and votes against – 24%.**



7. The details of the above mentioned result has been given in **Annexure I**.

Place: Delhi

Date: 17th September, 2021

**For Harish Khurana & Associates
Company secretaries**



Harish Khurana
(Harish Khurana)
C. P. No. 3506

Date of AGM – 15th September, 2021

Total No. of Shareholders as on record date –1783

Total no. of members who attended e-AGM - 19

1. Item No. 1- Details of the e-voting result in respect of Ordinary Resolution passed for adoption of Standalone Financial Statements for the year ended March 31, 2021 and the Report(s) of the Directors' and the Auditors thereon; and (b) audited Consolidated Financial Statements for the year ended March 31, 2021 and the Report of the Auditors thereon :

Mode of Voting: e-Voting

Particulars	Number of Members Voting through			Number of votes cast through			Total in Percentage
	e-voting		Total	e-voting		Total	
Assent	22		22	13964740		13964740	76
Dissent	2		2	4409635		4409635	24
Invalid votes	0		0	0		0	0
Total	24		24	18374375		18374375	100

2. Item No. 2 - Details of the e-voting result in respect of Ordinary Resolution passed to re-appoint Mr. Dharmender Tuteja (DIN-02684569), as Director, who retires by rotation:

Mode of Voting: e-Voting

Particulars	Number of Members Voting through			Number of votes cast through			Total in Percentage
	e-voting		Total	e-voting		Total	



Assent	22		22	13964740		13964740	76
Dissent	2		2	4409635		4409635	24
Invalid votes	0		0	0		0	0
Total	24		24	18374375		18374375	100

3. Item No. 3 - Details of the e-voting result in respect of Ordinary Resolution passed to for appointment of Mr. Ganesh Jirkuntwar (DIN 07479080), as Director of the Company:

Mode of Voting: e-Voting

Particulars	Number of Members Voting through			Number of votes cast through			Total in Percentage
	e-voting		Total	e-voting		Total	
Assent	22		22	13964740		13964740	76
Dissent	2		2	4409635		4409635	24
Invalid votes	0		0	0		0	0
Total	24		24	18374375		18374375	100



4. Item No. 4 - Details of the e-voting result in respect of Ordinary Resolution passed for the appointment of Mr. Padmanav Chakravarty, as Manager for a period of five years as prescribed under the provisions of Section of the Companies Act, 2013:

Mode of Voting: e-Voting

Particulars	Number of Members Voting through			Number of votes cast through			Total in Percentage
	e-voting		Total	e-voting		Total	
Assent	22		22	13964740		13964740	76
Dissent	2		2	4409635		4409635	24
Invalid votes	0		0	0		0	0
Total	24		24	18374375		18374375	100

Place: Delhi

Date: 17th September, 2021

For Harish Khurana & Associates
Company secretaries



(Harish Khurana)

C.P. No. 3506