



JVS & ASSOCIATES
COMPANY SECRETARIES

Flat No. 588, Pocket No. 4
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legal2015js@gmail.com

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

Dear Sir,

I, Jyoti Sharma proprietor of JVS & Associates, Company Secretaries, having office at Flat no. 588, Pocket No. 4, Sector 11, Dwarka New Delhi-110075, was appointed by the Board of Directors of **VINAY CEMENT LIMITED** ("the Company") as the Scrutinizer for the purpose of Scrutinizing the remote electronic voting under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016 and e-voting by poll process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, through e-AGM, at the platform provided by National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>, on the resolutions contained in the Notice calling, the Thirty Seventh Annual General Meeting ("AGM") of the Members of the Company, held on Friday, the 07th July, 2023 at 01:00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote e-voting on the resolutions proposed in the Notice calling the Thirty Seventh Annual General Meeting of the Company, is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the e-voting process is conducted in a fair and transparent manner and to scrutinize the votes cast by members through remote e-voting and e-voting by the participants / members of the Company who had attended the e-AGM through



Video Conferencing (VC) or Other Audio Visual Mean (OAVM) and voted thereat, and to render Scrutinizer's Report to the Chairman on the result of e-voting on the resolutions based on the reports generated from the electronic voting system provided by the National Securities Depository Limited (NSDL).

1. 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 and attend e-AGM.
 2. The Cut-off date for the purpose of identifying the Members who were entitled to vote on the resolutions placed for their approval was Friday, the 30th day of June, 2023.
 3. The remote e-voting facility was provided to the members from 04th July, 2023 (09:00 A.M.) till 06th July, 2023 (05:00 P.M.) and on the date of e-AGM for the 15 minutes who had not casted their vote earlier after the conclusion of the proceedings of e-AGM, i.e. from 01:00 P.M. till 01:10 P.M.
 4. Pursuant to Article 48 of the Articles of Association of the Company, the parent Company, i.e., Dalmia Cement (North east) Limited formerly known as Calcom cement India Limited (member) has appointed two representatives: 1 from Dalmia Group (exercising 76% votes) and 1 from BW Group (exercising 24% votes).
 5. Since the representative of BW Group, was not able to e-vote, as e-voting facility can be used only once against one folio/DP, he communicated dissent of BW Group on 20.25% holding vide his e-mail dated 07th July 2023.
- I. The result of the e-voting is as under:
1. **Ordinary Resolution to consider and adopt the (a) audited Standalone Financial Statements for the financial year ended March 31, 2023 and the Report(s) of the Directors' and the Auditor thereon; and (b) audited Consolidated Financial Statements for the financial year ended March 31, 2023 and the Report of the Auditors thereon – Votes in favor 76%, Votes against are 20.25% and Abstain from Voting are 3.75%.**
 2. **Ordinary Resolution to consider and appoint a Director in place of Shri Dharmender Tuteja (DIN 02684569), who retires by rotation and being eligible , offers himself for re-appointment – Votes in favor 76%, Votes against are 20.25% and Abstain from Voting are 3.75%.**



3. Ordinary Resolution to appoint Dr. Anoop Kumar Mittal (DIN 05177010) as an Independent Director of the Company for a term upto a period of five years with effect from December 13, 2022 – Votes in favor 76%, Votes against are 20.25% and Abstain from Voting are 3.75%.
4. Ordinary Resolution to appoint Shri Deepak Ambadas Thombre (DIN 02421599) as an Independent Director of the Company for a term upto a period of five years with effect from January 25, 2023 – Votes in favor 76%, Votes against are 20.25% and Abstain from Voting are 3.75%.
5. Ordinary Resolution to consider and approve change in designation of Shri Rajiv Kumar Choubey (DIN 08211030) from Additional Director to Director of the Company with effect from April 01, 2023 – Votes in favor 76%, Votes against are 20.25% and abstain from Voting are 3.75%.

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

For JVS & Associates
Company Secretaries

Countersigned

JYOTI
SHARMA

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by JYOTI
SHARMA
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(Jyoti Sharma)

C.P. No. 10196

M. No. F-8843

UDIN: F008843E000567841



DEEPAK
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Deepak Ambadas Thombre
Chairman

Place: New Delhi
Date: 07st July, 2023

We the undersigned, witness that the votes were unblocked from the e-voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>) in our presence.

Manju

Ms. Manju Kumari
A-19, Vikas Vihar Kakrola
New Delhi - 110075

Ayush Singh

Mr. Ayush Singhal
B1/28 Rajapuri,
Gali no. 5, Uttam Nagar
New Delhi-110059

Annexure I**Date of AGM - 07th July, 2023****Total No. of Shareholders as on record date- 1780****Total No. of members who attended e-AGM- 15**

1. **Item No. 1- Details of the e-voting result in respect of Ordinary Resolution passed to consider and adopt the (a) audited Standalone Financial Statements for the financial year ended March 31, 2023 and the Report(s) of the Directors' and the Auditor thereon; and (b) audited Consolidated Financial Statements for the financial year ended March 31, 2023 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	19	19	13964124	13964124	76
Dissent	2	2	3721460	3721460	20.25
Abstain from Voting	1	1	688571	688571	3.75
Invalid Votes	0	0	0	0	0
Total	22	22	18374155	18374155	100

2. **Item No. 2- Details of the e-voting result in respect of Ordinary Resolution passed to consider and appoint a Director in place of Shri Dharmender Tuteja (DIN 02684569), who retires by rotation and being eligible, offers himself for re-appointment:**

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	19	19	13964124	13964124	76
Dissent	2	2	3721460	3721460	20.25
Abstain from Voting	1	1	688571	688571	3.75
Invalid Votes	0	0	0	0	0
Total	22	22	18374155	18374155	100



3. **Item No. 3- Details of the e-voting result in respect of Ordinary Resolution passed to appoint Dr. Anoop Kumar Mittal (DIN 05177010) as an Independent Director of the Company for a term upto a period of five years with effect from December 13, 2022:**

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	19	19	13964124	13964124	76
Dissent	2	2	3721460	3721460	20.25
Abstain from Voting	1	1	688571	688571	3.75
Invalid Votes	0	0	0	0	0
Total	22	22	18374155	18374155	100

4. **Item No. 4- Details of the e-voting result in respect of Ordinary Resolution passed to appoint Shri Deepak Ambadas Thombre (DIN 02421599) as an Independent Director of the Company for a term upto a period of five years with effect from January 25, 2023:**

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	19	19	13964124	13964124	76
Dissent	2	2	3721460	3721460	20.25
Abstain from Voting	1	1	688571	688571	3.75
Invalid Votes	0	0	0	0	0
Total	22	22	18374155	18374155	100



5. Item No. 5- Details of the e-voting result in respect of Ordinary Resolution passed to consider and approve change in designation of Shri Rajiv Kumar Choubey (DIN 08211030) from Additional Director to Director with effect from April 01, 2023:

Mode of Voting: e-voting

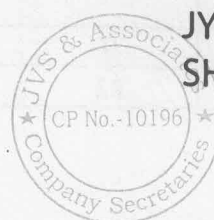
Particulars	Number of Members Voting through		Number of Votes cast through		Total in Percentage
	e-voting	Total	e-voting	Total	
Assent	19	19	13964124	13964124	76
Dissent	2	2	3721460	3721460	20.25
Abstain from Voting	1	1	688571	688571	3.75
Invalid Votes	0	0	0	0	0
Total	22	22	18374155	18374155	100

Note: As per Articles of Association, two representatives on behalf of the parent company attended the AGM but since one representative having attended the AGM did not vote as per his entitlement under the Articles of Association, he has also been considered under "Abstain from Voting" to the extent not voted.

RECOMMENDATION: Item No 1-5 specified in the Notice of Thirty Seventh AGM have been passed with majority. You may accordingly declare the result of the e-voting.

Place: New Delhi
Date: 07th July, 2023

**For JVS & Associates
Company Secretaries**



JYOTI SHARMA
(Jyoti Sharma)
C.P. No. 10196
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