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**NCLT CONVENED EQUITY SHAREHOLDERS MEETING
DECLARATION OF RESULT OF VOTING**

To,
The Equity Shareholders
Dalmia Cement (North East) Limited

The NCLT Convened Meeting of Equity Shareholders of Dalmia Cement (North East) Limited (Formerly known as "Calcom Cement India Limited") ("the **Company**") was held on August 05, 2024 for seeking approval of the Equity Shareholders to the following Resolution(s):

Resolution No.	Particulars	Ordinary /Special
1	Approving with or without modification(s), the Scheme of Arrangement between Vinay Cement Limited and Dalmia North East and their respective shareholders and creditors for demerger of undertaking comprising of cement and mining business operation of Vinay Cement Limited into the Resulting Company ("Demerger") w.e.f. Appointed Date, i.e., 31st March, 2023	Special Resolution

The dispatch of notice was completed on July 02nd, 2024 to the shareholders whose names were recorded in the Register of Members or in the list of beneficial holders provided by depositories as on the cut-off date, i.e., May 31, 2024. A notice was published in this regard in "The Assam Tribune" (in English language) and "Amar Asam" (in regional language) Newspapers on July 03, 2024.

The Shareholders were to cast their vote on the aforementioned resolutions physically through poll. The Shareholders entitled to attend and vote at the said meeting, could vote in person or by proxy or through an authorized representative, provided that a proxy in the prescribed form, duly signed by them or their authorized representative, was deposited at the registered office of the Company at 3rd & 4th Floor, Anil Plaza-II, ABC, G.S. Road, Guwahati 781 005, Assam, India., not later than 48 (forty eight) hours before the time fixed for holding the aforesaid meeting. CA Sumit Kabra, M.No. 061713 was appointed as the Chairman and Ms. Shristi Todi, Advocate, was appointed as the Scrutinizer of the Meeting by the National Company Law Tribunal, Guwahati Bench to scrutinize the votes cast by the members through poll in a fair and transparent manner.

The Scrutinizer's report dated August 08, 2024 is attached herewith.

On perusal of the Report, this is to inform that the proposed resolution, as stated in the Notice dated June 18, 2024, has been passed with requisite majority.



CA Sumit Kabra
Chairman, NCLT Convened Meeting of Equity Shareholders

Date: 08th August, 2024
Place: Guwahati

Shristi Todi
Advocate, Gauhati High Court, Guwahati.
9864421760
shristitodi27@gmail.com

To,

The Chairman
of National Company Law Tribunal (“**Tribunal**”) Convened Meeting of the **Equity Shareholders of Dalmia Cement (North East) Limited** held on Monday, 5th August, 2024 at 11.00 A.M at 3rd and 4th Floor, Anil Plaza II, ABC, G.S. Road Guwahati-781005, Assam.

Subject: Report of the Scrutinizer.

Dear Sir,

I, **Shristi Todi**, Advocate having office at Surya Towers, Dr. B. Baruah Road, Ulubari, Guwahati 781007 appointed by the Hon’ble National Company Law Tribunal, Guwahati Bench, vide its order dated 10th Day of June, 2024 (“**Order**”) as the Scrutinizer for scrutinizing the poll taken on the below mentioned resolution at the Tribunal Convened Meeting of the Equity Shareholders of Dalmia Cement (North East) Limited (“**Company**”) held on Monday, the 5th, Day of August 2024 at 11.00 A.M at 3rd and 4th Floor, Anil Plaza II, ABC, G.S. Road, Guwahati-781005, Assam, submit my report as under:

1. In compliance with the Tribunal Order, notices were sent to all the Equity Shareholders of the Company as on Cut-off date, i.e., May 31, 2024, for convening the meeting.
2. The Chairman convened the meeting upon confirmation of presence of the quorum by the Scrutinizer in compliance with the Order.
3. After the time fixed for closing of the poll by the Chairman, 1 ballot box kept for polling was locked by me/in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened by me/in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agent and the authorizations / proxies lodged with the Company.
5. The poll papers which were found defective have been treated as invalid and kept separately..
6. The result of the Poll is as under:

Item No. 1: Special Resolution to approve the Scheme of Arrangement between Vinay Cement Limited and Dalmia Cement (North East) Limited; and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, as proposed in the Notice of meeting dated June 18, 2024.

Shristi Todi
Advocate, Gauhati High Court, Guwahati.
9864421760
shristitodi27@gmail.com

Date of meeting: August 05, 2024
Total number of shareholders as on cut-off date: 87

Total number of shareholders who attended the meeting: 55
Voted in favour: 97.33% of the valid votes cast
Voted against: 2.67% of the valid votes cast
Abstained from voting: 3 shareholders holding 24,53,380 shares
Invalid Votes: 2 shareholders holding 500,00,000 shares

Details:

(i) Voted in **favour** of the resolution:

Number of shareholders present and voting (in person or in proxy)	Number of votes cast by them	% of the total number of valid votes cast
41	1,81,36,06,216	97.33%

(ii) Voted in **against** of the resolution:

Number of shareholders present and voting (in person or in proxy)	Number of votes cast by them	% of the total number of valid votes cast
9	4,96,75,633	2.67%

Recommendation: Item no. 1 specified in the notice of the Tribunal Convened meeting of equity shareholders for approval of the Scheme of Arrangement put to vote, has been passed by majority of shareholders representing more than three-fourths in value and shall be deemed to have been duly passed on the date of the meeting, i.e., on August 05, 2024.

7. The poll papers and all other relevant records are sealed and handed over to the Chairperson appointed by the Tribunal vide its Order dated 10th June 2024.

Thanking You,

Yours Faithfully,



Shristi Todi
Advocate

Place: Guwahati, Assam
Date: August 08, 2024

Shristi Todi
Advocate, Gauhati High Court, Guwahati.
9864421760
shristitodi27@gmail.com

Witness:

We the undersigned witness that the Scrutinizer has opened the Polling box in our presence after the voting process is over.

	
Name: ANKIT DADICH Address: GMC NEW MKT. FANCY Bazar City 781001	Name: PRACHEE SHARMA Address: A.C. MARKET, PAMY BAZAR, GUWAHATI - 781001 Ph: 8846553137