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**NCLT CONVENED UNSECURED CREDITORS MEETING  
DECLARATION OF RESULT OF VOTING**

To,  
The Unsecured Creditors  
Vinay Cement Limited

The NCLT Convened Meeting of Unsecured Creditors of Vinay Cement Limited ("the **Company**") was held on August 06, 2024 for seeking approval of the Unsecured Creditors 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 02<sup>nd</sup>, 2024 to the unsecured creditors whose names were recorded in the books/records maintained by the Company as on the cut-off date, i.e., February 29, 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 Unsecured Creditors were to cast their vote on the aforementioned resolutions physically through poll. The voting facility was made available to all the persons who were Creditors of the Company as on the cut-off date, i.e., February 29, 2024. The Unsecured Creditors 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 the registered Office of the Company at Jamunanagar, Umrangshu, Dist. North Cachar Hills, Assam -788931, 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 Unsecured Creditors 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.

  
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**CA Sumit Kabra**  
**Chairman, NCLT Convened Meeting of Equity Shareholders**

**Date: 08<sup>th</sup> 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 **Unsecured Creditors of Vinay Cement Limited** held on Tuesday, 6<sup>th</sup> August, 2024 at 1.00 P.M at Jamuna Nagar, Umrangshu, Dist: North Cachar Hills, Assam – 788931

**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 10<sup>th</sup> 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 Unsecured Creditors of Vinay Cement Limited (“**Company**”) held on Tuesday, the 6<sup>th</sup>, Day of August 2024 at 1.00 P.M at Jamuna Nagar, Umrangshu, Dist: North Cachar Hills, Assam – 788931, submit my report as under:

1. In compliance with the Tribunal Order, notices were sent to all the Unsecured Creditors of the Company as on Cut-off date, i.e., February 29, 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 with due identification marks placed by me.
4. The locked ballot box was subsequently opened by me and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
5. I did not find any poll papers invalid.
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.**

Date of meeting: August 06, 2024

Total number of Unsecured Creditors as on cut-off date: 12

Total number of Unsecured Creditors who attended the meeting: 7

Voted in favour: 100.00% of valid votes cast

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

Voted against: 0.00% of valid votes cast

*Details:*

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

Number of unsecured creditors present and voting (in person or in proxy)	Amount due to them as on 29.02.2024	% of the total amount outstanding to creditors present who cast their votes
7	35,02,148	100%

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


Number of unsecured creditors present and voting (in person or in proxy)	Amount due to them as on 29.02.2024	% of the total amount outstanding to creditors present who cast their votes
Nil		

**Recommendation:** Item no. 1 specified in the notice of the Tribunal Convened meeting of unsecured creditors for approval of the Scheme of Arrangement put to vote, has been unanimously passed by all unsecured creditors present and voting and shall be deemed to have been duly passed on the date of the meeting, i.e., on August 06, 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 10<sup>th</sup> June 2024.

**Thanking You,**

**Yours Faithfully,**



**Shristi Todi**  
**Advocate**

**Place: Guwahati, Assam**  
**Date: August 08, 2024**



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**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 DADHICH Address: GMC NEW MKT, Fany Bazar City 781001 848603480.	Name: PRACHEE SHARMA Address: A.C. MARKET, FANCY BAZAR, GUWAHATI - 781001 Ph: 88765-5313