

**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 Sixth Annual General Meeting of**  
**Vinay Cement Limited**  
**Jamunanagar, Umrangshu,**  
**Dist. North Cachar Hills, Assam-788931**

Dear Sir,

I, Vikas Gera proprietor of Vikas Gera & Associates, Company Secretaries, having office at 833, 9<sup>th</sup> Floor, West End Mall, Janakpuri, New Delhi-110058, 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 Sixth Annual General Meeting ("AGM") of the Members of the Company, held on Thursday, the 30<sup>th</sup> June, 2022 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 Sixth 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

Vikas Gera & Associates  
New Delhi  
Company Secretaries

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 Thursday, the 23<sup>th</sup> day of June, 2022.
  3. The remote e-voting facility was provided to the members from 27<sup>th</sup> June, 2022 (09:00 A.M.) till 29<sup>th</sup> June, 2022 (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 01:08 P.M. till 01:23 P.M.
  4. Pursuant to Article 48 of the Articles of Association of the Company, the parent Company, i.e., 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 30<sup>th</sup> June 2022.
- 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, 2022 and the Report(s) of the Directors' and the Auditor thereon; and (b) audited Consolidated Financial Statements for the financial year ended March 31, 2022 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 Ganesh Jirkuntwar (DIN 07479080), 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. **Special Resolution to appoint Shri Naveen Jain (DIN 00051183) as an Independent Director of the Company for the Second term of upto a period of five years with effect from January 31, 2022 – Votes in favor 76%, Votes against are 20.25% and Abstain from Voting are 3.75%.**
  
4. **Special Resolution to appoint Shri Vikram Dhokalia (DIN 07719867) as an Independent Director of the Company for the Second term of upto a period of five years with effect from January 31, 2022 – 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**.

Place: New Delhi

Date: 01<sup>st</sup> July, 2022

UDIN: F005248D000554764

**For Vikas Gera & Associates  
Company Secretaries**



**(Vikas Gera)  
C.P. No. 4500  
M. No. F-5248**

**Date of AGM - 30<sup>th</sup> June, 2022**

**Total No. of Shareholders as on record date-1783**

**Total No. of members who attended e-AGM-16**

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, 2022 and the Report(s) of the Directors' and the Auditor thereon; and (b) audited Consolidated Financial Statements for the financial year ended March 31, 2022 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	13965980		13965980	76
Dissent	2		2	3721064		3721064	20.25
Abstain from Voting	1		1	688571		688571	3.75
Invalid Votes	0		0	0		0	0
Total	22		22	18375615		18375615	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 Ganesh Jirkuntwar (DIN 07479080), 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	13965980		13965980	76
Dissent	2		2	3721064		3721064	20.25
Abstain from Voting	1		1	688571		688571	3.75
Invalid Votes	0		0	0		0	0
Total	22		22	18375615		18375615	100





3. **Item No. 3- Details of the e-voting result in respect of Special Resolution passed to appoint Shri Naveen Jain (DIN 00051183) as an Independent Director of the Company for the Second term of upto a period of five years with effect from January 31, 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	13965980		13965980	76
Dissent	2		2	3721064		3721064	20.25
Abstain from Voting	1		1	688571		688571	3.75
Invalid Votes	0		0	0		0	0
Total	22		22	18375615		18375615	100

4. **Item No. 4- Details of the e-voting result in respect of Special Resolution passed to appoint Shri Vikram Dhokalia (DIN 07719867) as an Independent Director of the Company for the Second term of upto a period of five years with effect from January 31, 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	13965980		13965980	76
Dissent	2		2	3721064		3721064	20.25
Abstain from Voting	1		1	688571		688571	3.75
Invalid Votes	0		0	0		0	0
Total	22		22	18375615		18375615	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 1-4 specified in the Notice of Thirty Sixth AGM have been passed with majority. You may accordingly declare the result of the e-voting.

Place: New Delhi  
Date: 01<sup>st</sup> July, 2022

**For Vikas Gera & Associates  
Company Secretaries**



**(Vikas Gera)  
C.P. No. 4500  
M. No. F-5248**