

VINAY CEMENT LIMITED

Regd Office: Jamunanagar, Umrangshu, Dist. North Cachar Hills, Assam -788 931

Phone No. 91 3670 291684

CIN U26942AS1986PLC002553 Website: www.dalmiacement.com

To,
The Shareholders,

DECLARATION OF RESULT OF POSTAL BALLOT

Vinay Cement Limited ("the **Company**") had, on December 14, 2023, dispatched Postal Ballot Notice to the Members whose names appeared in the Register of Members of the Company as on Friday, the December 08, 2023 ("Cut-off date") for seeking Member's approval to the Ordinary Resolution with respect to appointment of M/s Walker Chandiook & Co. (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company in the casual vacancy. A notice in this regard was published in "The Financial Express" and "The Assam Tribune" (the English language) and "Dainik Asam" (in regional language), Newspapers on December 15, 2023.

The shareholders were provided with the facility to cast their vote on the said Resolution electronically through e-voting services provided by NSDL. The e-voting facility was made available to all the persons who were Members of the Company as on the cut-off date, i.e., December 08, 2023. The e-voting had commenced on Monday, December 18, 2023 (09:00 am. 1ST) and ended on Tuesday, January 16, 2024 (05:00 pm. 1ST). M/s JVS & Associates, Practicing Company Secretaries, Delhi (C.P. No. 10196), was appointed as the Scrutinizer to scrutinize the votes cast by the members through e-voting in a fair and transparent manner.

The Scrutinizer's report dated January 17, 2024 is attached herewith. On perusal of the Report, this is to inform that the proposed Resolution with respect to appointment of M/s Walker Chandiook & Co. (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company in the casual vacancy, as stated in the Notice of the Postal Ballot, has been passed with requisite majority.

For Vinay Cement Limited



Director

January 17, 2024



JVS & ASSOCIATES
COMPANY SECRETARIES

Flat No. 588, Pocket No. 4
Sector-11, Dwarka
New Delhi-110075



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Scrutinizer's Report

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies
(Management and Administration) Rules, 2014]

To,
The Board of Director,
Vinay Cement Limited
Jamunanagar, Umrangshu,
Dist. North Cachar Hills,
Assam -788 931

Dear Sir/Madam,

**Re: Scrutinizer's Report on the Postal Ballot Voting conducted for seeking approval of the
shareholders for Appointment of Statutory Auditors of Vinay Cements Limited**

In terms of the resolution passed by the Board of Directors of Vinay Cement Limited (hereinafter referred to as 'the Company') at its meeting held on December 12, 2023, I, Jyoti Sharma, proprietor of JVS & Associates, Company Secretaries, having office at Flat No. 588, Pocket No. 4, Sector-11, Dwarka, New Delhi-110075, have been appointed as Scrutinizer to receive, process and scrutinize the E-voting of postal ballots in respect of Ordinary Resolution proposed in the Postal Ballot Notice dispatched to the members on December 14, 2023 (hereinafter referred to as 'the Postal Ballot Notice').

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote e-voting for the resolution proposed in the Postal Ballot Notice, 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 to render Scrutinizer's Report to the Board of Directors on the result of e-voting on the resolution based on the reports generated from the electronic voting system provided by the National Security Depository Limited (NSDL).

I hereby submit my report on the voting on Ordinary Resolution proposed in the Postal Ballot Notice, as under -

1. The Company has engaged National Security Depository Limited (NSDL) to provide e-voting facilities to all the Members who were eligible to voting.
2. The Cut-off date for the purpose of identifying the Members who were entitled to vote on the resolution(s) placed for their approval was Friday, the December 08, 2023.



3. The Company completed the dispatch of Postal Ballot Notice along with e-voting instructions to all the members who had their e-mail addresses registered with Depository(ies) / RTA / Company on the December 14, 2023
4. As per Rule(s) 20(4) and 22(3) of the Rules and other applicable provisions including MCA Circular(s) issued from time to time, an advertisement in regard to e-voting and dispatch of Postal Ballot Notice to the members of the Company, was published by the Company in 'Financial Express', 'Dainik Asam' and 'The Assam Tribune' newspapers on December 15, 2023
5. The remote e-voting facility was provided to the members from Monday, December 18, 2023 (09:00 A.M.) till Tuesday, January 16, 2024 (05:00 P.M.).
6. The result of the e-voting is as under:

Remote e-voting on the resolution(s) proposed through Postal Ballot Notice

Total No. of Shareholders as on record date:1783

Total No. of members cast their votes:20*

Item No. 1 – Appointment of M/s Walker Chandiook & Co. (Firm Registration no. 001076N/N500013) as Statutory Auditors of the Company in Casual Vacancy.

Detail of e-voting:

Particulars	Number of Members Voting through e-voting	Number of Votes cast through e-voting	Percentage
Assent	19	17668295	96.16
Dissent	2	705560	3.84
Invalid Votes	0	0	0
Total	21	18373855	100


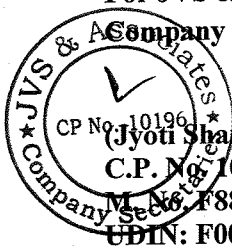
***Note:** As per Articles of Association, two representatives on behalf of the parent Company Voted.

Therefore, the resolution No.1 has been approved.

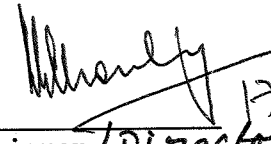


7. From the voting pattern mentioned above, it is observed that for the Ordinary Resolution mentioned in the Postal Ballot Notice, majority of votes cast, are in favor of the said Ordinary Resolution.

The above position may kindly be considered for the purpose of declaring the result of voting on Ordinary Resolution mentioned in the Postal Ballot Notice.

For JVS & Associates
Company Secretaries


CP No. 10196
(Jyoti Sharma)
C.P. No. 10196
M. No. F8843
UDIN: F008843E003234285

Countersigned


17/01/2024
Chairman/Director

Place: New Delhi
Date: 17th January, 2024

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.

Ms. Priya Chugh
C-77 LIC Colony jeevan Niketan
Paschim Vihar New Delhi- 110087



Mr. Ayush Singhal
B1/28, Uttam Nagar,
New Delhi-110059.

