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

To,
The Equity Shareholders
Vinay Cement Limited

The NCLT Convened Meeting of Equity Shareholders of Vinay Cement Limited ("the **Company**") was held on the **6th Day of August, 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 Asom" (in regional language) Newspapers on July 03rd, 2024.

The Shareholders were provided with the facility to cast their vote on the aforementioned resolution either electronically through remote e-voting services provided by NSDL during August 03, 2024 (09:00 am. IST) to August 05, 2024 (05:00 pm. IST) or physically through poll at the Equity Shareholders Meeting held on August 06, 2024 at the registered office of the Company. The Shareholders entitled to attend and vote at the said meeting could vote in person or by proxy or through Authorised 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 Jamuna Nagar, 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 members through remote e-voting / 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 Vinay Cement Limited** held on Tuesday, 6th August 2024 at 11.00 A.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 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 Vinay Cement Limited (“**Company**”) held on Tuesday, the 6th, Day of August 2024 at 11.00 A.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 Equity Shareholders of the Company as on Cut-off date, i.e., May 31, 2024, for convening the meeting.
2. The remote e-voting facility was also provided to the members from Saturday, August 03, 2024 (09:00 A.M.) till Monday, August 05, 2024 (05:00 P.M.) in accordance with Rule 20 of Companies (Management and Administration) Rules, 2024. The Equity Shareholders who could not vote through remote e-voting were given the facility to physically vote at the NCLT Convened Meeting by way of polling paper. Members who have casted their vote on resolution(s) by remote e-Voting prior to the meeting were also eligible to participate at the meeting but were not entitled to cast their vote on the resolution again.
3. 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 and 1 from Bawri Group.
4. The Bawri Group has communicated it’s dissent to the extent of 3.89% of Dalmia Cement (North East) Limited shareholding in Vinay Cement Limited vide letter dated 19th July, 2024.
5. The Chairman convened the meeting upon confirmation of presence of the quorum by the Scrutinizer in compliance with the Order.
6. With regards to conduct of poll, 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.

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7. 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.
8. I did not find any poll papers invalid.
9. The result of the Voting 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 Equity Shareholders as on cut-off date: 1780

Total number of Equity Shareholders who attended the meeting physically: 21

Total number of Equity Shareholders who voted vide e-voting: 20

Total number of Equity Shareholders who voted by poll physically: 1

Voted in favour: 96.11% of valid votes cast

Voted against: 3.89% of valid votes cast

Details:

Particulars	Number of Members Voting through		Number of Votes cast through		% of total number of valid votes cast
	e-voting	By Poll	e-voting	By Poll	
Assent	19	1	310	17658734	96.11%
Dissent	1	-	4	714727 *	3.89%
Abstain from Voting	-	1	-	10	-
Invalid Votes	-	-	-	-	
Total	20	2	314	18373471	100%

*

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 equity 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 06, 2024.

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10. 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

Shristi Todi
Advocate

Place: Guwahati, Assam

Date: August 08, 2024

Witness:

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.

<i>Ankit Dadhich</i>	<i>Prachee Sharma</i>
Name: ANKIT DADHICH Address: AT Road, Fly 4t NO 4. GMC NEW MKT Fany Bazar 781011 (8486082480)	Name: PRACHEE SHARMA Address: A.C. MARKET, FANCY BAZAR, GUWAHATI- 781001 Ph: 88465-53139

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

<i>Ankit Dadhich</i>	<i>Prachee Sharma</i>
Name: ANKIT DADHICH Address: AT Road, Fly 4t NO 4 GMC NEW MKT Fany Bazar 781011 (8486082480)	Name: PRACHEE SHARMA Address: A.C. MARKET, FANCY BAZAR, GUWAHATI- 781001 Ph: 88465-53139