



Vaishno Cement Company Ltd.

CIN: L26942WB1992PLC057087

Regd. Office: 14B, Ram Chandra Moitra Lane, Kolkata 700005.

Tel: +91 99031 91724, Email Id: - vaishno.cement@gmail.com

VCCL/SE/AGM/2023-24

Dated: 30.09.2024

To, The Manager, Department of Corporate Services, Bombay Stock Exchange Limited. Dalal Street, Fort, Mumbai – 400 001	To, The Secretary, The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata - 700 001
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Subject: Submission of Scrutinizer Report of the 37th Annual General Meeting of the Company held on 30th day of September, 2024.

Respected Sir/Madam,

With reference to above, please find enclosed herewith Scrutinizer Report of the 37th Annual General Meeting of the Company held on 30th day of September, 2024.

This is for your information and record.

Thanking You,

Yours faithfully,

For, **Vaishno Cement Company Limited**

Suman Das

Suman Das

Director

DIN: 09440355



Manisha Lath (FCS)

87, DUM DUM ROAD, CLUB TOWN ESTATE,
KOLKATA: 700074.

9007123601



EXPERTRESOLUTIONS@GMAIL.COM

COMBINED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

To,
The Chairman,
Vaishno Cement Company Limited,
14B, Ramchandra Moitra Lane,
Kolkata – 700005

Subject: Passing of resolution(s) through electronic voting / ballot or poll at the 37th Annual General Meeting of the Members of Vaishno Cement Company Limited held on 30th day of September, 2024.

Dear Sir,

1. I, **Manisha Lath**, Practicing Company Secretary, (C.P.NO:16768), have been appointed as a Scrutinizer by the Board of Directors of **Vaishno Cement Company Limited** (herein referred as Company) at its meeting for the remote e-voting process as well as scrutinize the physical ballots forms received from the Members at the 37th Annual General Meeting.
2. The Management of the Company is responsible to ensure compliance with respect to Section 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the (Management and Administration) Rules, 2014. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast “in favor” or “against” the respective resolutions.
3. The Company has appointed Central Depository services (India) Limited (“CDSL”), as the Service Provider, for the purpose of extending the facility of remote e-voting to the shareholders of the Company.
4. The notice sent (both through email and physical form) contained detail procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
5. The cutoff date for the purpose of identifying the members who will be entitled to vote on the resolutions placed for the approval of the Members was 20th September, 2024.
6. As prescribed in the aforesaid Rules, the remote e-voting was kept open for three days from 27th September, 2024 at 10:00 A.M and ends on 29th September, 2024 at 17:00 P.M.
7. The Company completed the dispatch of the notices in physical and through email to the members on 07th September, 2024.
8. At the 37th Annual General Meeting of the Company held on 30th day of September, 2024, the Chairman of the Company had, as statutorily required, called for a Poll to facilitate the Members present in the Meeting who could not participate in the e-voting to record their votes through polling paper. The Chairman of the 37th Annual General Meeting has appointed me as the Scrutinizer for the same.
9. The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

10. 14 Members casted their votes through polling paper at the venue of the AGM. The votes casted were duly unblocked in presence of two witnesses as prescribed in sub rule 4(xii) of the said Rule.

The results of remote e-voting together with that of the voting conducted at the venue of AGM by way of polling papers are as under:

ITEM NO.1 OF THE NOTICE (AS AN ORDINARY RESOLUTION)

To receive, consider and adopt the Audited Financial Statement for the year ended on 31st March, 2024 and the Reports of the Directors and the Auditors thereon.

i. Voted in favour of the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	76	1,90,274	100%
Ballot	14	382	100%
Total	90	1,90,656	

ii. Voted against the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	1	1	100%
Ballot	0	0	0
Total	1	1	

iii. Invalid votes

Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)
0	0

Based on the above resolution as mentioned in serial no.1 stands passed with requisite majority under E-Voting and Poll.

ITEM NO.2 OF THE NOTICE (AS AN ORDINARY RESOLUTION)

To re-appoint Mr. Jatin Nanji Cheeda (DIN: 09342630) Director retiring by rotation of the Company.

i. Voted in favour of the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	76	1,90,274	100%
Ballot	14	382	100%
Total	90	1,90,656	

ii. Voted against the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	1	1	100%
Ballot	0	0	0
Total	1	1	

iii. Invalid votes

Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)
0	0

Based on the above resolution as mentioned in serial no.2 stands passed with requisite majority under E-Voting and Poll.

ITEM NO.3 OF THE NOTICE (AS AN ORDINARY RESOLUTION)

Rotation of M/s. Bijan Ghosh & Associates, as independent auditor of the Company, in accordance with Rule 5 (Audit and Auditor rules, 2014) and Section 139 of the Companies act 2013.

i. Voted in favour of the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	76	1,90,274	100%
Ballot	14	382	100%
Total	90	1,90,656	

ii. Voted against the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	1	1	100%
Ballot	0	0	0
Total	1	1	

iii. Invalid votes

Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)
0	0

Based on the above resolution as mentioned in serial no.3 stands passed with requisite majority under E-Voting and Poll.

ITEM NO.4 OF THE NOTICE (AS AN ORDINARY RESOLUTION)

To appoint of Statutory Auditor towards rotation of earlier Auditor, from the conclusion of this Annual General Meeting until the conclusion of the Sixth consecutive Annual General Meeting.

i. Voted in favour of the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	76	1,90,274	100%
Ballot	14	382	100%
Total	90	1,90,656	

ii. Voted against the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	1	1	100%
Ballot	0	0	0
Total	1	1	

iii. Invalid votes

Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)
0	0

Based on the above resolution as mentioned in serial no.4 stands passed with requisite majority under E-Voting and Poll.

ITEM NO.5 OF THE NOTICE (AS A SPECIAL RESOLUTION)

Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company and to consider, and if thought fit, to pass, with or without modifications.

i. Voted in favour of the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	76	1,90,274	100%
Ballot	14	382	100%
Total	90	1,90,656	

ii. Voted against the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	1	1	100%
Ballot	0	0	0
Total	1	1	

iii. Invalid votes

Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)
0	0

Based on the above resolution as mentioned in serial no.5 stands passed with requisite majority under E-Voting and Poll.

ITEM NO.6 OF THE NOTICE (AS A SPECIAL RESOLUTION)

To issue equity shares on a follow-on equity offering also known as seasoned equity offerings (SEOs) or preferential allotment or Right Issue basis in compliance with section 42 and 62 of the companies act, 2013 and to consider.

i. Voted in favour of the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	76	1,90,274	100%
Ballot	14	382	100%
Total	90	1,90,656	

ii. Voted against the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	1	1	100%
Ballot	0	0	0
Total	1	1	

iii. Invalid votes

Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)
0	0

Based on the above resolution as mentioned in serial no.6 stands passed with requisite majority under E-Voting and Poll.

ITEM NO.7 OF THE NOTICE (AS A SPECIAL RESOLUTION)

Regularisation of Additional Director Mr. Jagannath Jadhav by appointing him as Director of the Company.

i. Voted in favour of the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	76	1,90,274	100%
Ballot	14	382	100%
Total	90	1,90,656	

ii. Voted against the Resolution

	Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)	% of total Number of valid votes casted
E-Voting	1	1	100%
Ballot	0	0	0
Total	1	1	

iii. Invalid votes

Total Numbers of Members exercised their votes (in person or in proxy)	Total Number of votes cast by them (shares)
0	0

Based on the above resolution as mentioned in serial no.7 stands passed with requisite majority under E-Voting and Poll.


11. The electronic data and all the relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and sign the minutes of the AGM.

Thanking You,
Yours Faithfully,



Manisha Lath
Company Secretary
(FCS 11683, C.P.No.16768)
UDIN: F011683F001380655
Place: Kolkata
Dated: 30.09.2024

Witnesses:

1. 
2. 