



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/EGM/2022-23

Dated: 19/12/2022

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
---	--

Subject: Proceeding of the Extraordinary General Meeting of the Company held on 19th day of December, 2022 pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Respected Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (“the Regulation”), read with PARA A of the Schedule III of the Regulations, we have enclosed a summary of the proceeding of the Extraordinary General Meeting (“EGM”) duly convened on Monday, 19th day of December, 2022 at 12:00 noon.

This is for your information and record.

Thanking You,

Yours faithfully,

For, **Vaishno Cement Company Limited**



Rajeshwari Bangal
Director
DIN: 09440356

List of Proceedings of the EXTRAORDINARY GENERAL MEETING of
M/s. Vaishno Cement Company Limited

1. Date, Time, and Venue of the Extraordinary General Meeting (EGM):

The Extraordinary General Meeting of the Company was held at Khelaghar 81, Phulbagan, Near, Shyambazar A.V. School, Kolkata – 700005 on Monday, the 19th day of December, 2022 at 12:00 noon.

2. Brief details of the business items deliberated at the EGM and results thereof:

- Mr. Jatin Nanji Chheda the Whole-time Director of the Company chaired the proceedings of the EGM.
- The requisite quorum being present, the Chairman called the Meeting in order.
- The Chairman then briefly discussed financials of the Company.
- The Chairman informed that Remote E-Voting commenced at 10:00 A.M. on 16th December, 2022 and ended on 18th December, 2022 at 17:00 P.M.
- The following items of business as set out in the Notice convening the AGM were put for shareholders' approval.

Special Business

- i. Appointment of Ms. Namrata Gunaji Medhekar as a Director and Independent Director;
- ii. Appointment of Mr. Prakash Pandurang Kankekar as a Director and Independent Director;
- iii. Appointment of Mr. Prathamesh Ganpat Manjarekar as Non-Executive Director, liable to retire by rotation;
- iv. Appointment of Mr. Rohit Prakash Kankekar as Non-Executive Director, liable to retire by rotation;
- v. Appointment of Ms. Jayita Bagchi as a Director and Independent Woman Director;

The Chairman informed the Members that Manisha Lath, Practicing Company Secretary was appointed as the Scrutinizer to analyze the Remote E-Voting process and voting facility at the venue of the EGM in a fair and transparent manner.

Further, the Chairman informed that the results of the voting shall be disseminated to the Stock Exchange and also uploaded on the website of the Company within the stipulated time.

3. Manner of Approval:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the company had provided Remote E-Voting facility to its Members to cast votes electronically on all the resolutions set out in the Notice of the EGM of the Company.

Further, voting through Ballot was made available to the Members who were present at the AGM and had not cast their votes by Remote E-Voting.

Kindly take the same on your record.

For, **Vaishno Cement Company Limited**



Rajeshwari Bangal
Director
DIN: 09440356



Vaishno Cement Company Ltd.

CIN: L26942WB1992PLC057087

Regd. Office: 14B, Ram Chandra Moitra Lane, Kolkata 700005.
Tel: +91 91395 38896, Email Id: - vaishno.cement@gmail.com

VCCL/SE/EGM/2022-23

Dated: 19/12/2022

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
---	--

Subject: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Voting Results of Extraordinary General Meeting (“EGM”) of the Company held on 19th day of December, 2022.

Respected Sir/Madam,

As per the requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the voting Results as at Extraordinary general Meeting of the Company held on 19.12.2022 as per the format as prescribed under the said clause.

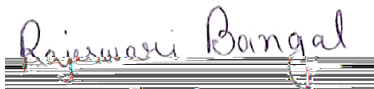
DETAILS OF VOTING RESULTS

Date of AGM	19.12.2022
Total No. of Shareholders for the purpose of EGM: (Both Days Inclusive) Cut-off date for E-voting: 13.12.2022	12444
No. of Shareholders present in the meeting either in person or through Proxy <ul style="list-style-type: none">Promoters and Promoter GroupPublic Shareholders	00 53
No. of shareholders attended the meeting through video conferencing <ul style="list-style-type: none">Promoters and Promoter GroupPublic Shareholders	00 00

Thanking You,

Yours faithfully,

For, Vaishno Cement Company Limited



Rajeshwari Bangal
Director
DIN: 09440356



Vaishno Cement Company Ltd.

CIN: L26942WB1992PLC057087

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

Tel: +91 91395 38896, Email Id: - vaishno.cement@gmail.com

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0	0	0	0	0
	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0	0	0	0	0
	E-Vote		435	0.00	425	10	97.70	2.30
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		11876	0.13	11876	0	100.00	0.00
	Total	0	12311	0.14	12301	10	99.92	0.08
Total		8950200	12311	0.14	12301	10	99.92	0.08

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0	0	0	0	0
	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0	0	0	0	0
	E-Vote		435	0.00	425	10	97.70	2.30
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		11876	0.13	11876	0	100.00	0.00
	Total	0	12311	0.14	12301	10	99.92	0.08
Total		8950200	12311	0.14	12301	10	99.92	0.08

RESOLUTION NO. 3								
SPECIAL RESOLUTION			Appointment of Mr. Prathamesh Ganpat Manjarekar as Non-Executive Director, liable to retire by rotation					
Whether promoter/promoter group are interested in			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0	0	0	0
Public - Institutional holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0	0	0	0
Public - Non Institution	E-Vote	8950200	435	0.00	425	10	97.70	2.30
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		11876	0.13	11876	0	100.00	0.00
	Total		0	12311	0.14	12301	10	99.92
Total		8950200	12311	0.14	12301	10	99.92	0.08

RESOLUTION NO. 4								
SPECIAL RESOLUTION			Appointment of Mr. Rohit Prakash Kankekar as Non-Executive Director, liable to retire by rotation					
Whether promoter/promoter group are interested in			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0	0	0	0
Public - Institutional holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0	0	0	0
Public - Non Institution	E-Vote	8950200	435	0.00	425	10	97.70	2.30
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		11876	0.13	11876	0	100.00	0.00
	Total		0	12311	0.14	12301	10	99.92
Total		8950200	12311	0.14	12301	10	99.92	0.08

RESOLUTION NO. 5								
SPECIAL RESOLUTION			Appointment of Ms. Jayita Bagchi as a Director and Independent Woman Director					
Whether promoter/promoter group are interested in			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0	0	0	0
Public - Institutional holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0	0	0	0
Public - Non Institution	E-Vote	8950200	435	0.00	425	10	97.70	2.30
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		11876	0.13	11876	0	100.00	0.00
	Total		0	12311	0.14	12301	10	99.92
Total		8950200	12311	0.14	12301	10	99.92	0.08

For, Vaishno Cement Company Limited

Rajeshwari Bangal

Rajeshwari Bangal
Director
DIN: 09440356



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/EGM/2022-23

Dated: 19/12/2022

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
---	--

Subject: Submission of Scrutinizer Report of the Extraordinary General Meeting of the Company held on 19th day of December, 2022.

Respected Sir/Madam,

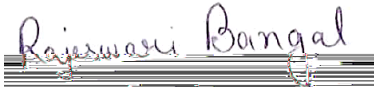
With reference to above, please find enclosed herewith Scrutinizer Report of the Extraordinary General Meeting of the Company held on 19th day of December, 2022.

This is for your information and record.

Thanking You,

Yours faithfully,

For, **Vaishno Cement Company Limited**



Rajeshwari Bangal
Director
DIN: 09440356



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 Extraordinary General Meeting of the Members of Vaishno Cement Company Limited held on 19th day of December, 2022.

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 Extraordinary 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” “against” “abstain” “incomplete” “invalid”.
3. The Company has engaged 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 13th December, 2022.
6. As prescribed in the aforesaid Rules, the remote e-voting was kept open for three days from 16th December, 2022 at 10:00 A.M and ends on 18th December, 2022 at 17:00 P.M.
7. The Company completed the dispatch of the notices in physical and through email to the members on 25th November, 2022.
8. At the Extraordinary General Meeting of the Company held on 19th December, 2022, 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 Extraordinary 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. 53 Members casted their votes through polling paper at the venue of the EGM. 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 EGM by way of polling papers are as under:

ITEM NO.1 OF THE NOTICE (AS A SPECIAL RESOLUTION)

Appointment of Ms. Namrata Gunaji Medhekar as a Director and Independent Director;

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	22	425	100%
Ballot	53	11876	100%
Total	75	12301	

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	2	10	100%
Ballot	0	0	0
Total	2	10	

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 A SPECIAL RESOLUTION)

Appointment of Mr. Prakash Pandurang Kankekar as a Director and Independent Director;

i. Voted in favor 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	22	425	100%
Ballot	53	11876	100%
Total	75	12301	

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	2	10	100%
Ballot	0	0	0
Total	2	10	100%

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 A SPECIAL RESOLUTION)

Appointment of Mr. Prathamesh Ganpat Manjarekar as Non-Executive Director, liable to retire by rotation;

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	22	425	100%
Ballot	53	11876	100%
Total	75	12301	

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	2	10	100%
Ballot	0	0	0
Total	2	10	100%

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 A SPECIAL RESOLUTION)

Appointment of Mr. Rohit Prakash Kankekar as Non-Executive Director, liable to retire by rotation;

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	22	425	100%
Ballot	53	11876	100%
Total	75	12301	

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	2	10	100%
Ballot	0	0	0
Total	2	10	100%

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)

Appointment of Ms. Jayita Bagchi as a Director and Independent Woman Director;

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	22	425	100%
Ballot	53	11876	100%
Total	75	12301	

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	2	10	100%
Ballot	0	0	0
Total	2	10	100%

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.

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 EGM.

Thanking You,

Yours Faithfully,



MANISHA LATH
Company Secretary
(FCS 11683, C.P.No.16768)
UDIN: F011683D002752894
Place: Kolkata
Dated: 19.12.2022

Witnesses:

- 1.
- 2.