



MR & Associates

COMPANY SECRETARIES

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CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through Remote e-voting, and e-voting at the Annual General Meeting)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of the 104th Annual General Meeting (AGM) of the Members of THE ORISSA MINERALS DEVELOPMENT COMPANY LIMITED (CIN: L51430OR1918GOI034390), held on Friday, the 16th day of December, 2022 at 11:30 A.M. through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & Associates, was duly appointed as a Scrutinizer by the Board of Directors of THE ORISSA MINERALS DEVELOPMENT COMPANY LIMITED (the Company) for the purpose of Scrutinizing the process of (i) remote-voting (i.e., voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting during AGM (process of e-voting on the day of AGM through IST electronic voting system) on the resolutions contained in the notice dated December 24th, 2022 ("Notice") issued in accordance with MCA Circulars dated 05th May, 2022 read with circulars dated 14th December, 2021, 08th December, 2021, 13th January, 2021, 5th May, 2020, 8th April, 2020 and 13th April, 2020, calling the Annual General Meeting ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Thursday, 16th December 2022 at 11:30 A.M. IST through VC / OAVM.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic modes on the resolutions proposed in the Notice of Annual General Meeting of the Members of the Company dated November 24, 2022. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting during AGM) is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the AGM of the Company, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility for voting through electronic means and the documents furnished to me electronically for my verification.



3. The Members holding ordinary shares as on the "cut-off date" i.e. Thursday, December 9th, 2022 were entitled to vote on the resolutions proposed in the Notice calling the Annual General Meeting.
4. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open from Tuesday, December 13, 2022 (09:00 a.m. IST) till Wednesday, December 15, 2022 (5.00 p.m. IST) and pursuant to MCA Circulars referred above, the Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by NSDL.
5. After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
6. The votes cast through remote e-voting were unblocked in the presence of two witness who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
7. Based on the results made available to me, 32 members have casted their votes through remote e-voting platform and 5 members have casted their votes through e-voting on the day of AGM. The brief analysis of the results of the voting through Remote e-voting and e-voting on the day of Annual General Meeting, based on the report generated by NSDL, scrutinized on test-check basis and relied upon by me, are as under:

Item No. 1- Ordinary Resolution:

To consider and adopt the audited financial statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Board of Directors, Auditors and Comments of the Comptroller and Auditor General of India (CAG) thereon.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	36	3487267	36	3487267	99.9999
Dissent	1	3	1	3	0.0001
Total	37	3487270	37	3487270	100.00
Abstain / Invalid	0	0	-	-	-



Item No. 2 - Ordinary Resolution:

To authorize Board of Directors of the Company to fix the Remuneration of the Statutory Auditors of the Company appointed by Comptroller & Auditor General of India (C&AG) for the financial year 2022-23, in terms of provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	36	3487267	36	3487267	99.9999
Dissent	1	3	1	3	0.0001
Total	37	3487270	37	3487270	100.00
Abstain / Invalid	0	0	-	-	-

Item No. 3- Ordinary Resolution:

Appointment of Shri Atul Bhatt, (DIN-07639362) as Non-Executive Chairman of the Company.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	32	3473466	32	3473466	99.6042
Dissent	5	13804	5	13804	0.3958
Total	37	3487270	37	3487270	100.00
Abstain / Invalid	0	0	-	-	-

Item No. 4- Ordinary Resolution:

Appointment of Smt. Sarasu T.N. (DIN-09593230) as Independent Director of the Company.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	34	3486920	34	3486920	99.9900
Dissent	3	350	3	350	0.100
Total	37	3487270	37	3487270	100.00
Abstain / Invalid	0	0	-	-	-

Item No. 5- Ordinary Resolution:

Appointment of Shri Shidharth Shambhu (DIN- 01646617) as Independent Director of the Company.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	34	3486920	34	3486920	99.9900
Dissent	3	350	3	350	0.100
Total	37	3487270	37	3487270	100.00
Abstain / Invalid	0	0	-	-	-



Item No. 6- Ordinary Resolution:

Appointment of Shri. M. Saravanan (DIN: 09731230) as Independent Director of the Company.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	34	3486920	34	3486920	99.9900
Dissent	3	350	3	350	0.100
Total	37	3487270	37	3487270	100.00
Abstain / Invalid	0	0	-	-	-

Item No. 7- Special Resolution:

To increase Borrowing limits for an aggregate amount of upto Rs.500 Crores as per the provisions of Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013 and rules made there under.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	34	3473813	34	3473813	99.6141
Dissent	3	13457	3	13457	0.3859
Total	37	3487270	37	3487270	100.00
Abstain / Invalid	0	0	-	-	-

8. Based on the foregoing, the resolution no.(s) 1 to 7 shall be deemed to have been passed with requisite majority.

All the relevant records / electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Thanking You,

Place : Kolkata
Date : 16/12/2022



For MR & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 720/2020

MOHAN RAM GOENKA
Digitally signed by MOHAN RAM GOENKA
Date: 2022.12.16 16:56:10 +05'30'

[M R Goenka]
Partner

C P No.: 2551
UDIN No.: F004515D002735738

Countersigned by:-