

## A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
*Practicing Company Secretary*



## A. K. LABH & Co.

*Company Secretaries*

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : [aklabh@aklabh.com](mailto:aklabh@aklabh.com) / [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com)

Website : [www.aklabh.com](http://www.aklabh.com)

### **CONSOLIDATED SCRUTINIZER'S REPORT**

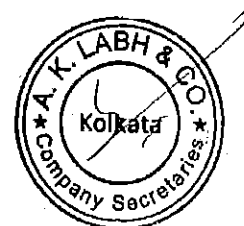
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman  
of the 8<sup>th</sup> Annual General Meeting of  
Orient Cement Limited  
Unit VIII, Plot No. 7  
Bhoinagar, Bhubaneswar  
Odisha-751012

*Dear Sir,*

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 8<sup>th</sup> Annual General Meeting of the members of "*Orient Cement Limited*" ("*Company*") held on Thursday, 1<sup>st</sup> day of August, 2019 at Unit-VIII, Plot No. 7, Bhoinagar, Bhubaneswar-751012, (Odisha) at 02.00 P.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 29<sup>th</sup> day of April, 2019. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Karvy Fintech Private Limited ("*Karvy*") and of voting through physical ballots as provided by Karvy, the agency engaged by the Company to provide remote e-voting / physical ballot facilities.



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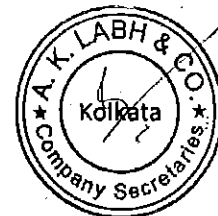
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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Monday, the 29<sup>th</sup> July, 2019 up to 5.00 P.M. IST on Wednesday, the 31<sup>st</sup> July, 2019.
2. The Shareholders holding shares as on the "cut off" date, i.e. 25<sup>th</sup> July, 2019 were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the Notice dated 29<sup>th</sup> April, 2019 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Thursday, the 1st August, 2019 around 03:25 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Ankita Singh, residing at 76, Bhairav Dutta Lane, Howrah – 711 106 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Kolkata-700060, who are not in employment of the Company.
6. The ballots, if any, which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 4607] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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## <A> ORDINARY BUSINESS:

### a) Resolution 1

*To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon*

#### (i) Voted in favour of the Resolution:

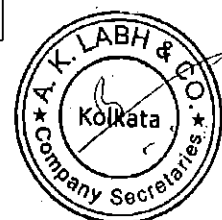
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	85	147474216	
Voting by ballot	21	158898	
Total	106	147633114	99.999997%

#### (ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	5	
Voting by ballot	0	0	
Total	1	5	0.000003%

#### (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	3519850



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### b) Resolution 2

*To declare a final dividend of Re. 0.75/- per equity share of face value of Re. 1/- each for the financial year ended March 31, 2019*

*(i) Voted in favour of the Resolution:*

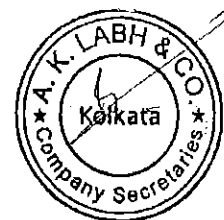
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	86	147594636	
Voting by ballot	21	158898	
<b>Total</b>	<b>107</b>	<b>147753534</b>	<b>99.999986%</b>

*(ii) Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1	20	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>20</b>	<b>0.000014%</b>

*(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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### c) Resolution 3

*To appoint a director in place of Mr. Chandrakant Birla (DIN: 00118473), who retires by rotation and being eligible, seeks reappointment*

(i) *Voted in favour of the Resolution:*

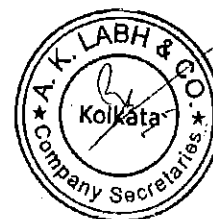
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	84	147585822	
Voting by ballot	21	158898	
<b>Total</b>	<b>105</b>	<b>147744720</b>	<b>99.994021%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	3	8834	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>8834</b>	<b>0.005979%</b>

(iii) *Invalid Votes:*

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### d) Resolution 4

*Re-appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 301003E/E300005), as Statutory Auditors of the Company*

(i) *Voted in favour of the Resolution:*

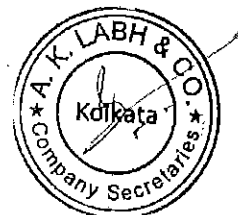
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	84	147474215	
Voting by ballot	21	158898	
<b>Total</b>	<b>105</b>	<b>147633113</b>	<b>99.918485%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	3	120441	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>120441</b>	<b>0.081515%</b>

(iii) *Invalid Votes:*

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## <B> SPECIAL BUSINESS:

### e) Resolution 5 : Ordinary Resolution

*Appointment of Mrs. Varsha Vasant Purandare (DIN: 05288076) as an Independent Director*

#### (i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	85	147594650	
Voting by ballot	21	158898	
<b>Total</b>	<b>106</b>	<b>147753548</b>	<b>99.999996%</b>

#### (ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	2	6	
Voting by ballot	0	0	
<b>Total</b>	<b>2</b>	<b>6</b>	<b>0.000004%</b>

#### (iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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### f) Resolution 6 : Special Resolution

*Re-appointment of Mr. Janat Shah (DIN: 01625535) as an Independent Director*

(i) *Voted in favour of the Resolution:*

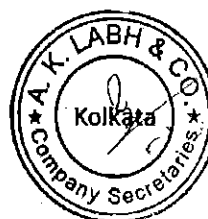
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	67	130209167	
Voting by ballot	21	158898	
<b>Total</b>	<b>88</b>	<b>130368065</b>	<b>88.233455%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	20	17385489	
Voting by ballot	0	0	
<b>Total</b>	<b>20</b>	<b>17385489</b>	<b>11.766545%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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### g) Resolution 7 : Special Resolution

*Re-appointment of Mr. Rabindranath Jhunjhunwala (DIN: 00050729) as an Independent Director*

(i) *Voted in favour of the Resolution:*

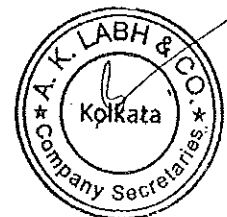
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	66	130209162	
Voting by ballot	21	158898	
<b>Total</b>	<b>87</b>	<b>130368060</b>	<b>88.233451%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	21	17385494	
Voting by ballot	0	0	
<b>Total</b>	<b>21</b>	<b>17385494</b>	<b>11.766549%</b>

(iii) *Invalid Votes:*

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### h) Resolution 8 : Special Resolution

*Re-appointment of Mr. Rajeev Jhavar (DIN: 00086164) as an Independent Director*

(i) *Voted in favour of the Resolution:*

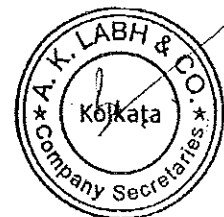
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	64	129236382	
Voting by ballot	21	158898	
<b>Total</b>	<b>85</b>	<b>129395280</b>	<b>88.155469%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	21	17385494	
Voting by ballot	0	0	
<b>Total</b>	<b>21</b>	<b>17385494</b>	<b>11.844531%</b>

(iii) *Invalid Votes:*

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### i) Resolution 9 : Ordinary Resolution

*Fixing the remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company*

(i) *Voted in favour of the Resolution:*

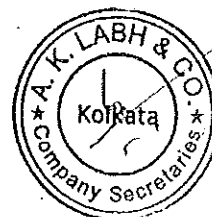
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	85	147594650	
Voting by ballot	21	158898	
<b>Total</b>	<b>106</b>	<b>147753548</b>	<b>99.999996%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	2	6	
Voting by ballot	0	0	
<b>Total</b>	<b>2</b>	<b>6</b>	<b>0.000004%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared Invalid</i>	<i>Total number of votes cast by them</i>
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Website : [www.aklabh.com](http://www.aklabh.com)**j) Resolution 10 : Special Resolution**

*Approval of the terms of remuneration of Mr. Desh Deepak Khetrpal, Managing Director & CEO (DIN 02362633)*

*(i) Voted in favour of the Resolution:*

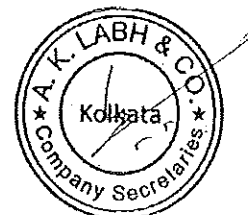
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	53	104546441	
Voting by ballot	21	158898	
<b>Total</b>	<b>74</b>	<b>104705339</b>	<b>76.303886%</b>

*(ii) Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	24	32516163	
Voting by ballot	0	0	
<b>Total</b>	<b>24</b>	<b>32516163</b>	<b>23.696114%</b>

*(iii) Invalid Votes:*

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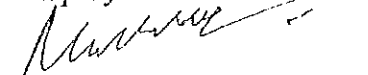
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
Company Secretaries

  
(CS A. K. LABH)  
Practicing Company Secretary  
FCS - 4848 / CP No. - 3238



Place: Kolkata  
Dated: 02.08.2019



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*Witness :*

1. Ankita Singh

(Ankita Singh)

76, Bhairav Dutta Lane,  
Howrah - 711 106

2. Anushree Dasgupta

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road,  
Kolkata-700 060



Received the Report of the Scrutinizer  
For Orient Cement Limited

Nidhi Bisaria

(Nidhi Bisaria)  
Company Secretary  
FCS: 5634

