

August 2, 2023

Bombay Stock Exchange Limited
New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort
Mumbai-400001
Security Code: 535754

National Stock Exchange of India Limited
“Exchange Plaza”, Plot No. C-1, Block G
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051
Symbol: ORIENTCEM

Sub: Consolidated scrutiniser report on remote e-voting and e-voting at the 12th Annual General Meeting

Dear Sir/Madam,

This is in continuation to our earlier letter dated August 1, 2023, intimating regarding the gist of proceedings of the 12th Annual General Meeting held on Tuesday, August 1, 2023, at 3:30 p.m. In this regard, please find enclosed herewith the consolidated scrutinizer’s report on remote e-voting and e-voting at the said Annual General Meeting of the Company.

Based on the consolidated Scrutinizer’s Report dated August 2, 2023, all the resolutions nos. 1 to 7 as set out in the Notice of 12th AGM, have been passed with requisite majority.

Kindly take the same on record.

Thanking you,

Yours sincerely,
For **Orient Cement Limited**

Nidhi Bisaria
(Company Secretary)

Encl: a/a

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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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 12th Annual General Meeting of
Orient Cement Limited
Unit VIII, Plot No. 7
Bhoinagar, Bhubaneswar
Odisha-751012**

Dear Sir,

I, Atul Kumar Labh, Practising 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 12th Annual General Meeting (“AGM”) of the members of “**Orient Cement Limited**” (“Company”) held on Tuesday, the 1st day of August, 2023 at 03:30 P.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM 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, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 28th day of April, 2023. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM 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 National Securities Depository Limited (“NSDL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



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I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Saturday, the 29th day of July, 2023 up to 5:00 P.M. IST on Monday, the 31st day of July, 2023.
2. The shareholders holding shares as on the “cut off” date, i.e. the 25th day of July, 2023 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the AGM dated the 28th day of April, 2023.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Tuesday, the 1st day of August, 2023 around 04:35 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 1 No. Airport, North 24 Parganas, Kolkata - 700079 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVEN : 124166] are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2023, including the audited Balance Sheet as at March 31, 2023, 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:*

<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	316	132391007	
E-voting at AGM	0	0	
Total	316	132391007	99.9618%

(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	50576	
E-voting at AGM	0	0	
Total	2	50576	0.0382%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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b) Resolution 2

To declare a final dividend of Re. 1/- (100%) per equity share for the financial year ended March 31, 2023 and to confirm the interim dividend of Re. 0.50/- (50%) per equity share paid during the financial year 2022-23

(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	314	132881222	
E-voting at AGM	0	0	
Total	314	132881222	99.9623%

(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	4	50086	
E-voting at AGM	0	0	
Total	4	50086	0.0377%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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c) Resolution 3

To appoint a Director in place of Mr. Chandrakant Birla (DIN: 00118473), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment

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

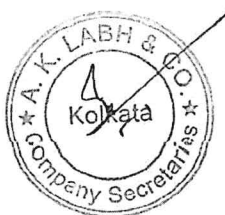
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	301	131825771	
E-voting at AGM	0	0	
Total	301	131825771	99.1683%

(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	17	1105537	
E-voting at AGM	0	0	
Total	17	1105537	0.8317%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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 SPECIAL BUSINESS:

d) Resolution 4 : Ordinary Resolution

To ratify the remuneration payable to Mr. Somnath Mukherjee, Cost Auditor of the Company for the financial year 2023-24

(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	310	132880499	
E-voting at AGM	0	0	
Total	310	132880499	99.9617%

(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	9	50899	
E-voting at AGM	0	0	
Total	9	50899	0.0383%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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e) Resolution 5 : Ordinary Resolution

To consider and approve the terms of remuneration of Mr. Desh Deepak Khetrpal, Managing Director & Chief Executive Officer (DIN: 02362633) for the financial year 2023-24

(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	303	132856126	
E-voting at AGM	0	0	
Total	303	132856126	99.9097%

(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	22	120122	
E-voting at AGM	0	0	
Total	22	120122	0.0903%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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f) Resolution 6 : Special Resolution

To consider and approve the amendment in the Orient Cement Employees Stock Option Scheme 2015

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

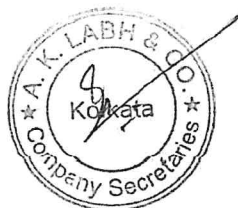
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	307	132874631	
E-voting at AGM	0	0	
Total	307	132874631	99.9573%

(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	12	56767	
E-voting at AGM	0	0	
Total	12	56767	0.0427%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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g) Resolution 7 : Special Resolution

To consider and approve the Orient Cement Employee Stock Option Scheme 2023

(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	253	120186323	
E-voting at AGM	0	0	
Total	253	120186323	90.4124%

(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	65	12744975	
E-voting at AGM	0	0	
Total	65	12744975	9.5876%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers 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
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848E000720827



Place : Kolkata
Dated : 02-08-2023



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Witness:

1. Rohit Kumar

(Rohit Kumar)

Basundhara Apartment, Flat No. 6, 3rd Floor
1 No. Airport, North 24 Parganas
Kolkata - 700079

2.

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060



Received the Report of the Scrutinizer

For Orient Cement Limited

(Nidhi Bisaria)
Company Secretary
FCS: 5634

