

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: Voting results- Regulation 44(3) of SEBI (LODR) Regulations, 2015

Dear Sir,

Pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached voting results of 12th Annual General Meeting of the Company held on August 1, 2023, along with the report of the scrutinizer.

This is for your information and record.

Thanking you,

Yours sincerely,
For **Orient Cement Limited**

Nidhi Bisaria
(Company Secretary)

Encl: a/a

Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Name of the Company	Orient Cement Limited
Date of AGM/EGM	August 01, 2023
Total Number of shareholders as on Record Date/ Cut-off date	99,034
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	17
Public	27

Item No. 1- Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon.

Resolution required (Ordinary /Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					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
Promoters & Promoters Group	E-voting	77649413	77649413	100.0000	77649413	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		77649413	77649413	100.0000	77649413	0	100.0000
Public Institution	E-voting	35439962	28586381	80.6614	28586381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		35439962	28586381	80.6614	28586381	0	100.0000
Public Others	E-voting	91779385	26205789	28.5530	26155213	50576	99.8070	0.1930
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		91779385	26205789	28.5530	26155213	50576	99.8070
Total		204868760	132441583	64.6470	132391007	50576	99.9618	0.0382

Note: Details of Invalid Votes- Promoter & Promoter Group- Nil; Public Institutions-Nil; Public Non-Institutions- Nil

Item No. 2- Declaration of final dividend of Re. 1.00/- (100%) per equity share of face value of Re. 1/- each for the financial year ended March 31, 2023 and confirmation of the interim dividend of Rs. 0.50/- (50%) per equity share, paid during the financial year 2022-23.

Resolution required (Ordinary /Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					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
Promoters & Promoters Group	E-voting	77649413	77649413	100.0000	77649413	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		77649413	77649413	100.0000	77649413	0	100.0000
Public Institution	E-voting	35439962	29076191	82.0435	29076191	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		35439962	29076191	82.0435	29076191	0	100.0000
Public Others	E-voting	91779385	26205704	28.5529	26155618	50086	99.8089	0.1911
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		91779385	26205704	28.5529	26155618	50086	99.8089
Total		204868760	132931308	64.8861	132881222	50086	99.9623	0.0377

Note: Details of Invalid Votes- Promoter & Promoter Group- Nil; Public Institutions-Nil; Public Non-Institutions-Nil

Item No. 3-Re-appointment of Mr. Chandrakant Birla (DIN 00118473), as Director of the Company, who retires by rotation and offers himself for re-appointment.

Resolution required (Ordinary /Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					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
Promoters & Promoters Group	E-voting	77649413	77649413	100.0000	77649413	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		77649413	77649413	100.0000	77649413	0	100.0000
Public Institution	E-voting	35439962	29076191	82.0435	28020992	1055199	96.3709	3.6291
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		35439962	29076191	82.0435	28020992	1055199	96.3709
Public Others	E-voting	91779385	26205704	28.5529	26155366	50338	99.8079	0.1921
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		91779385	26205704	28.5529	26155366	50338	99.8079
Total		204868760	132931308	64.8861	131825771	1105537	99.1683	0.8317

Note: Details of Invalid Votes- Promoter & Promoter Group- Nil; Public Institutions-Nil; Public Non-Institutions-Nil

Item No. 4: Ratification of the remuneration payable to Mr. Somnath Mukherjee, Cost Auditor of the Company for the financial year 2023- 2024.

Resolution required (Ordinary /Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					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
Promoters & Promoters Group	E-voting	77649413	77649413	100.0000	77649413	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		77649413	77649413	100.0000	77649413	0	100.0000
Public Institution	E-voting	35439962	29076191	82.0435	29076191	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		35439962	29076191	82.0435	29076191	0	100.0000
Public Others	E-voting	91779385	26205794	28.5530	26154895	50899	99.8058	0.1942
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		91779385	26205794	28.5530	26154895	50899	99.8058
Total		204868760	132931398	64.8861	132880499	50899	99.9617	0.0383

Note: Details of Invalid Votes- Promoter & Promoter Group- Nil; Public Institutions-Nil; Public Non-Institutions- Nil

Item No. 5: Approval of the terms of remuneration of Mr. Desh Deepak Khetrpal, Managing Director & Chief Executive Officer (DIN 02362633) for the financial year 2023-24.

Resolution required (Ordinary /Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					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
Promoters & Promoters Group	E-voting	77649413	77649413	100.0000	77649413	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		77649413	77649413	100.0000	77649413	0	100.0000
Public Institution	E-voting	35439962	29076191	82.0435	29076191	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		35439962	29076191	82.0435	29076191	0	100.0000
Public Others	E-voting	91779385	26250644	28.6019	26130522	120122	99.5424	0.4576
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		91779385	26250644	28.6019	26130522	120122	99.5424
Total		204868760	132976248	64.9080	132856126	120122	99.9097	0.0903

Note: Details of Invalid Votes- Promoter & Promoter Group- Nil; Public Institutions-Nil; Public Non-Institutions-Nil

Item No. 6: Approval of the amendment in the Orient Cement Employees Stock Option Scheme 2015.

Resolution required (Ordinary /Special)					Special			
Whether promoter/ promoter group are interested in the agenda / resolution?					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
Promoters & Promoters Group	E-voting	77649413	77649413	100.0000	77649413	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		77649413	77649413	100.0000	77649413	0	100.0000
Public Institution	E-voting	35439962	29076191	82.0435	29076191	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		35439962	29076191	82.0435	29076191	0	100.0000
Public Others	E-voting	91779385	26205794	28.5530	26149027	56767	99.7834	0.2166
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		91779385	26205794	28.5530	26149027	56767	99.7834
Total		204868760	132931398	64.8861	132874631	56767	99.9573	0.0427

Note: Details of Invalid Votes- Promoter & Promoter Group- Nil; Public Institutions-Nil; Public Non-Institutions-Nil

Item No. 7: Approval of the Orient Cement Employee Stock Option Scheme 2023.

Resolution required (Ordinary /Special)					Special			
Whether promoter/ promoter group are interested in the agenda / resolution?					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
Promoters & Promoters Group	E-voting	77649413	77649413	100.0000	77649413	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		77649413	77649413	100.0000	77649413	0	100.0000
Public Institution	E-voting	35439962	29076191	82.0435	16387357	12688834	56.3601	43.6399
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		35439962	29076191	82.0435	16387357	12688834	56.3601
Public Others	E-voting	91779385	26205694	28.5529	26149553	56141	99.7858	0.2142
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		91779385	26205694	28.5529	26149553	56141	99.7858
Total		204868760	132931298	64.8861	120186323	12744975	90.4124	9.5876

Note: Details of Invalid Votes- Promoter & Promoter Group- Nil; Public Institutions-Nil; Public Non-Institutions- Nil

General Note:

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

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



**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:*

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

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

(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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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:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	303	132856126	
E-voting at AGM	0	0	
Total	303	132856126	99.9097%

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

(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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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:

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

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

(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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Company Secretaries

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

Mobile : 98300-55689

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

Website : www.aklabh.com

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



A. K. LABH

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



A. K. LABH & Co.

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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



A. K. LABH

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



A. K. LABH & Co.

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Website : www.aklabh.com

Witness:

1. Rohit Kumar

(Rohit Kumar)

Basundhara Apartment, Flat No. 6, 3rd Floor
I 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

