

July 29, 2022

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:- Gist of the proceedings of the 11th Annual General Meeting-Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

We hereby wish to inform you that the 11th Annual General Meeting ("AGM") of the Company was held on Thursday, July 28, 2022, at 3:30 p.m. through Video Conferencing (VC) which concluded at 4:42 p.m. on the same day and the business mentioned in notice dated May 11, 2022, were transacted.

In this regard, we enclose herewith the gist of the proceedings of the 11th AGM of the Company and the Scrutinizer's Report.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Orient Cement Limited**



Nidhi Bisaria
(Company Secretary)

Encls: As stated

GIST OF PROCEEDINGS OF THE 11th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, JULY 28, 2022, AT 3:30 P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS

Mrs. Nidhi Bisaria, Company Secretary of the Company, welcomed the members to the 11th Annual General Meeting (“AGM” or the “Meeting”), of the Company and informed the members that the AGM is being held through Video Conferencing /other audio-visual means in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India and in compliance of the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She informed the members, that Register of Directors & Key Managerial Personnel, the Register of Contracts or Arrangements in which Directors are interested along with other documents as required were made available for inspection electronically on the e-voting portal of NSDL and the website of the Company. She also provided the instructions to the members for participation in the AGM and guidelines for speaker shareholders.

Mr. Chandrakant Birla, Chairman of the Board, chaired the AGM and welcomed the members to the 11th AGM of the Company. Mr. Deepak Khetrpal, the Managing Director & CEO of the Company and Mrs. Amita Birla, a Non-Executive Director were present with him in the meeting. He then requested the other members of the Board present in the meeting and the Chief Financial Officer to introduce themselves.

Mr. I Y R Krishna Rao, Independent Director and Chairman of Audit Committee and Risk Management Committee; Mr. Rabindranath Jhunjhunwala, Independent Director and Chairman of Nomination and Remuneration cum Compensation Committee; Mrs. Varsha Vasant Purandare, Independent Director and Chairperson of Stakeholders’ Relationship Committee; Mr. Swapan Dasgupta, Independent Director; Mr. Rajeev Jhavar, Independent Director; Mr. Janat Shah, Independent Director and Chairman of Corporate Social Responsibility Committee; and Mr. Soumitra Bhattacharyya, Chief Financial Officer, introduced themselves and confirmed their presence in the Meeting. The Chairman also acknowledged the attendance of Statutory Auditors, Secretarial Auditors and Scrutinizer.

The Chairman confirmed that the requisite quorum is present and called the meeting to order. He then requested the Company Secretary to brief the Shareholders regarding the e-voting process.

The Company Secretary informed the members that in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility, to the members, to cast their vote electronically (remote e-voting) through e-voting platform of National Securities

Depository Limited ("NSDL") in respect of all the businesses mentioned in the Notice dated May 11, 2022. The e-voting commenced at 9:00 a.m. IST on July 25, 2022 and ended at 5:00 p.m. IST on July 27, 2022. The members attending the Meeting, who had not cast their vote by remote e-voting, had been provided the facility to exercise their right of voting at the Annual General Meeting through electronic means. Cut-off date for determining the name of the members eligible for voting (remote e-voting and e-voting at the AGM) and for attending the AGM was July 21, 2022.

Thereafter, the Chairman addressed the members with his speech.

With the permission of the members present, the Notice of 11th AGM, as already circulated, was taken as read. There were no qualification, observation or adverse remark in the Statutory Auditor's Report on the financials of the Company for the financial year 2021-22 and the Secretarial Auditor's Report, the same were also taken as read.

The following items of business, as per the Notice of AGM dated May 11, 2022, were transacted at the Meeting. The Chairman read out the resolutions nos. 1 and 2 and requested Mr. I.Y.R. Krishna Rao, Independent Director, to chair the meeting for resolution no. 3, since Mr. Birla was interested in that agenda item and resumed as Chairman for resolution no. 4.

Ordinary Business:

1. Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with reports of the Board of Directors and Auditors' thereon.
2. Ordinary Resolution for declaration of final dividend of Rs. 1.75/- (175%) per equity share of face value of Re. 1/- each for the financial year ended March 31, 2022, and confirmation of the interim dividend of Rs. 0.75/-(75%) per equity share, paid during the financial year 2021-22.
3. Ordinary Resolution for appointment of a Director in place of Mrs. Amita Birla (DIN: 00837718), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

4. Ordinary Resolution for ratification of the remuneration payable to Mr. Somnath Mukherjee, Cost Auditor of the Company for the financial year ended March 31, 2023.

Thereafter, the Chairman requested the shareholders to vote during the AGM who have not already cast their vote.

The Chairman requested the members who have registered themselves as Speaker Shareholders, to give their valuable opinions and suggestions. The Chairman responded to the queries of the Speaker Shareholders as well as those received over emails and in chat box during the course of the meeting.

The Chairman again requested the members who have not casted their vote, to do so. He informed that Mr. A.K. Labh of M/s A.K. Labh & Co., Company Secretaries, has been appointed as the scrutinizer for the purpose of scrutinizing both, the remote e-voting and electronic voting at the AGM, in a fair and transparent manner. The results will be declared based on scrutinizer's report after considering the e-voting done by the members participating in this AGM and also the remote e-voting already done by the members. The results would be published on the Company's website and also uploaded on the websites of the Stock Exchanges, NSE and BSE.

The Chairman authorized Mr. Desh Deepak Khetrpal, Managing Director & CEO and Mrs. Nidhi Bisaria, the Company Secretary of the Company, severally, to receive the Scrutinizer's report on voting and declare the result of the voting to the Stock Exchanges within two working days from the end of this meeting. The Chairman announced that the resolutions, as set forth in the Notice of AGM, shall be deemed to be passed on July 28, 2022, subject to receipt of requisite number of votes.

The Chairman thanked the members, the Directors and Auditors present at the meeting for their participation. The Meeting concluded with a vote of thanks to the Chair.

The AGM concluded at 04:42 p.m. after being open for 15 minutes for e-voting to be completed. Based on the consolidated Scrutinizer's Report dated July 29, 2022, all the resolutions nos. 1 to 4 as set out in the Notice of 11th AGM, have been passed with requisite majority.

For **Orient Cement Limited**


(Nidhi Bisaria)
Company Secretary



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising 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 / aklabhcs@gmail.com

Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

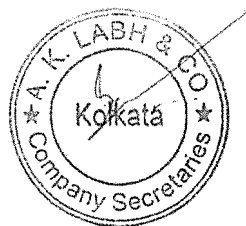
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 11th 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 11th Annual General Meeting (“AGM”) of the members of “**Orient Cement Limited**” (“Company”) held on Thursday, the 28th day of July, 2022 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 and 02/2022 dated 5th May, 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 11th day of May, 2022. 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.



A. K. LABH

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



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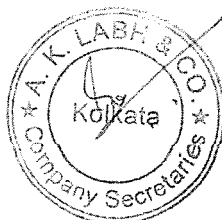
Mobile : 98300-55689

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

Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Monday, the 25th day of July, 2022 up to 5:00 P.M. IST on Wednesday, the 27th day of July, 2022.
2. The shareholders holding shares as on the "cut off" date, i.e. the 21st day of July, 2022 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the AGM dated the 11th day of May, 2022.
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 Thursday, the 28th day of July, 2022 around 05:00 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711102 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 : 120179] are as under:



A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
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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, 2022, including the audited Balance Sheet as at March 31, 2022, 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:

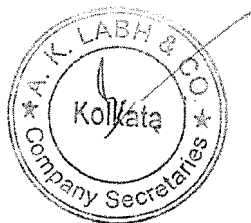
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	378	127411453	
E-voting at AGM	4	442	
Total	382	127411895	99.9999%

(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	5	90	
E-voting at AGM	0	0	
Total	5	90	0.0001%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	4227943



A. K. LABH

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b) Resolution 2

To declare a final dividend of Rs. 1.75/- (175%) per equity share for the financial year ended March 31, 2022 and to confirm the interim dividend of Re. 0.75/- (75%) per equity share paid during the financial year 2021-22

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

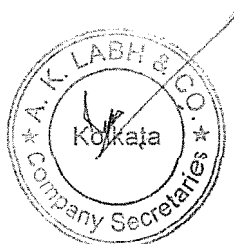
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	380	127842275	
E-voting at AGM	4	442	
Total	384	127842717	99.9988%

(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	5	1570	
E-voting at AGM	0	0	
Total	5	1570	0.0012%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
3	4227943



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c) Resolution3

To appoint a Director in place of Mrs. Amita Birla (DIN: 00837718), who retires by rotation under the provisions of the Companies, Act, 2013 and being eligible, offers herself for re-appointment

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

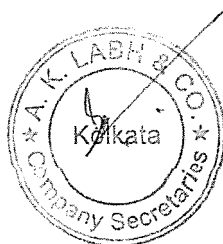
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	300	110780181	
E-voting at AGM	4	442	
Total	304	110780623	86.6538%

(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	84	17062164	
E-voting at AGM	0	0	
Total	84	17062164	13.3462%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
3	4227943



A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
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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 2022-23

(i) Voted in favour of the Resolution:

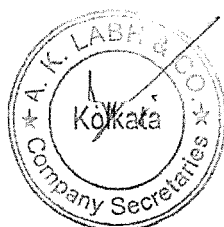
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	368	127825150	
E-voting at AGM	4	442	
Total	372	127825592	99.9988%

(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	1485	
E-voting at AGM	0	0	
Total	12	1485	0.0012%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	4227943



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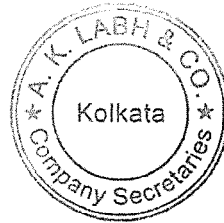
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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this 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)
Practising Company Secretary
FCS : 4848/CP No. : 3238
UIN : S1999WB026800
PRCN: 1038/2020
UDIN : F004848D000706991



Place : Kolkata
Dated : 29.07.2022



A. K. LABH

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



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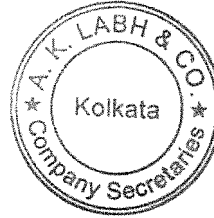
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

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Witness:

1. 

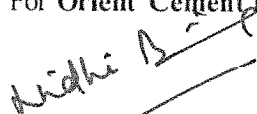
(Narayan Chandra Saha)
108 Sarat Chatterjee Road,
Howrah-711 102



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

