

August 1, 2020

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 9th 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 9th Annual General Meeting (“AGM”) of the Company was held on Friday, July 31, 2020 at 11:00 a.m. through Video Conferencing (VC) and the business mentioned in notice dated May 22, 2020 were transacted.

In this regard, we enclose herewith the gist of the proceedings of the 9th AGM of the Company and the Scrutinizer’s Report for reference and records.

Thanking you,

Yours faithfully,
For Orient Cement Limited

Nidhi Bisaria
(Company Secretary)

Encls: As stated

GIST OF PROCEEDINGS OF THE 9th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, JULY 31, 2020 AT 11:00 A.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS

Mrs. Nidhi Bisaria, Company Secretary of the Company, welcomed the members to the 9th Annual General Meeting (“AGM” or the “Meeting”), of the Company and briefed the members that due to COVID-19 pandemic, the Ministry of Corporate Affairs and the Securities and Exchange Board of India vide their respective circulars, have allowed companies to hold the AGM through video conferencing or other audio-visual means during the calendar year 2020.

Mr. Chandrakant Birla, Chairman of the Board, chaired the AGM and welcomed the members to the 9th AGM of the Company. The requisite quorum being present, the Chairman declared the meeting in order. He then introduced the members of the Board and other officials of the Company present at the meeting.

The Chairmen of the Audit Committee, Nomination and Remuneration cum Compensation Committee, Stakeholders’ Relationship Committee and Corporate Social Responsibility Committee were present at the Meeting. The representatives of the Statutory Auditors, Secretarial Auditors and Scrutinizer were also present at the Meeting.

Thereafter, the Chairman addressed the members with a brief speech wherein he provided an update on impact of COVID-19, an overview of industry and of the Company’s operations and financial performance for the financial year ended March 31, 2020.

With the permission of the members present, the Notice of AGM, the Statutory Auditor’s Report and the Secretarial Auditor’s Report were taken as read.

The Company Secretary, on request of the Chairman, informed the members that in terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Company had provided the facility, to the members, to cast their vote electronically (remote e-voting) through e-voting platform of KFin Technologies Private Limited (“KFintech”) in respect of all the businesses mentioned in the Notice dated May 22, 2020. The e-voting commenced at 9:00 a.m. IST on July 28, 2020 and ended at 5:00 p.m. IST on July 30, 2020. 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 at the AGM was July 24, 2020.

The Company Secretary further 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 on or before August 2, 2020 based on scrutinizer's report after considering the e-voting done today by the members participating in this AGM and also the remote e-voting already done by members. The results would be published on the Company's website and also uploaded on the websites of the Stock Exchanges, NSE and BSE.

On invitation of the Chairman, members who had registered themselves as speakers, spoke one by one and sought clarifications on the Company's accounts and businesses. Chairman also addressed the queries of the members posted via live chat box during the course of the meeting.

After listening to the questions posed by the Speaker Shareholders, Mr. Birla jointly with Mr. Desh Deepak Khetrapal, Managing Director of the Company responded to the queries of the members and provided clarifications.

The Chairman requested the members to proceed for the e-voting. Chairman authorized the Company Secretary of the Company, to declare the voting results and upload the results on the websites of the Stock Exchanges and publish on the Company website within 48 hours from the conclusion of this Meeting.

Chairman thanked the members present at the meeting for their participation. The AGM concluded at 11:54 a.m. after being open for 15 minutes for e-voting to be completed.

The following items of business as set out in the Notice of AGM dated May 22, 2020, convening this meeting were transacted through e-voting:

Ordinary Business:

1. Adoption of the audited financial statements of the Company for the financial year ended March 31, 2020 together with the Report of the Board of Directors and Auditors thereon.
2. Declaration of final dividend of Rupee 0.75 (75%) per equity share (face value of Rupee 1/- each) for the financial year ended March 31, 2020.
3. Re-appointment of Mrs. Amita Birla (DIN 00837718), as director of the Company, who retires by rotation.

Special Business:

4. Re-appointment of Mr. Swapan Dasgupta (DIN 07113693) as an Independent Director to hold the office from August 4, 2020 up to August 3, 2025, not liable to retire by rotation.
5. Approval of the terms of remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company for the financial year ended March 31, 2021.
6. Approval of the terms of remuneration of Mr. Desh Deepak Khetrpal, Managing Director & CEO (DIN 02362633) for the financial year ended March 31, 2021.

Based on the consolidated Scrutinizer's Report dated July 31, 2020, all the aforesaid resolutions nos. 1 to 5 as set out in the Notice of 9th AGM, have been passed with requisite majority and resolution no. 6 has not been passed in view of insufficient votes cast in favour of the resolution.

For Orient Cement Limited

(Nidhi Bisaria)
Company Secretary)

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing 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 9th 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 9th Annual General Meeting (“AGM”) of the members of “***Orient Cement Limited***” (“***Company***”) held on Friday, the 31st day of July, 2020 at 11:00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 (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 22nd day of May, 2020. 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 M/s KFin Technologies Private Limited (“KFin”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



A. K. LABH

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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 Tuesday, the 28th day of July, 2020 up to 5.00 P.M. IST on Thursday, the 30th day of July, 2020.
2. The Shareholders holding shares as on the “cut off” date, i.e. the 24th day of July, 2020 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice dated the 22nd day of May, 2020 of the AGM of the Company.
3. The Company has 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 has not been cast by them through remote e-voting.
4. The votes were unblocked on Friday, the 31st day of July, 2020 around 12:20 P.M. after the completion of the AGM in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Benaras Road, Salkia, Howrah - 711106 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 KFin 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 : 5342] 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, 2020, including the audited Balance Sheet as at March 31, 2020, 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	82	149703704	
E-voting at AGM	19	38043	
Total	101	149741747	99.999999%

(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	1	
E-voting at AGM	0	0	
Total	1	1	0.000001%

(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. 0.75/- per equity share of face value of Re. 1/- each for the financial year ended March 31, 2020

(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	83	149796343	
E-voting at AGM	19	38043	
Total	102	149834386	99.999973%

(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	41	
E-voting at AGM	0	0	
Total	2	41	0.000027%

(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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c) Resolution 3

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:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	70	118850522	
E-voting at AGM	19	38043	
Total	89	118888565	79.346628%

(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	15	30945862	
E-voting at AGM	0	0	
Total	15	30945862	20.653372%

(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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 SPECIAL BUSINESS:

d) Resolution 4 : Special Resolution

Re-appointment of Mr. Swapan Dasgupta (DIN: 07113693) 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	82	149795143	
E-voting at AGM	19	38043	
Total	101	149833186	99.999172%

(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	1241	
E-voting at AGM	0	0	
Total	3	1241	0.000828%

(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

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

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

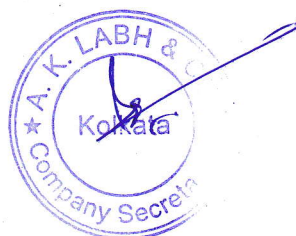
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	83	149796318	
E-voting at AGM	19	38043	
Total	102	149834361	99.999956%

(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	66	
E-voting at AGM	0	0	
Total	2	66	0.000044%

(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

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

(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	103701935	
E-voting at AGM	19	38043	
Total	86	103739978	69.952252%

(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	16	44561149	
E-voting at AGM	0	0	
Total	16	44561149	30.047748%

(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, *except Resolution No. 6*, have been passed with requisite majority.
8. The electronic data and e-voting registers including 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

UDIN : F004848B000540878



Place: Kolkata

Dated: 31.07.2020



A. K. LABH

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Witness:

1.

(Rachana Agarwal)

162/2, Benaras Road

Salkia, Howrah - 711106



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

