

August 6, 2021

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 10th 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 10th Annual General Meeting ("AGM") of the Company was held on Thursday, August 5, 2021 at 02:00 p.m. through Video Conferencing (VC) which concluded at 3:18 p.m. on the same day and the business mentioned in notice dated May 17, 2021 were transacted.

In this regard, we enclose herewith the gist of the proceedings of the 10th 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



Nidhi Bisaria
(Company Secretary)

Encls: As stated

GIST OF PROCEEDINGS OF THE 10th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, AUGUST 5, 2021, AT 02:00 P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS

Mrs. Nidhi Bisaria, Company Secretary of the Company, welcomed the members to the 10th 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 AGM Platform of KFin Technologies Private Limited (“**KFin Tech**”) during the Meeting. 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 10th AGM of the Company. He then requested the other members of the Board present in the meeting and the KMPs to introduce themselves.

Mr. Desh Deepak Khetrpal, Managing Director & CEO; Mr. I Y R Krishna Rao, Independent Director and Chairman of Audit Committee and Risk Management Committee; Mr. Rabindranath Jhunjunwala, Independent Director and Chairman of Nomination and Remuneration cum Compensation Committee; Mrs. Varsha Vasant Purandare, Independent Director and Chairman of Stakeholders’ Relationship Committee; Mrs. Amita Birla, Non-executive Director; Mr. Rajeev Jhavar, Independent Director; Mr. Swapan Dasgupta, Independent Director 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. Thereafter, the Chairman addressed the members with his speech.

With the permission of the members present, the Notice of 10th 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 2020-21 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 17, 2021, 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 nos. 4, 5, 6, and 7.

Ordinary Business:

1. Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with reports of the Board of Directors and Auditors' thereon.
2. Ordinary Resolution for declaration of final dividend of Rs. 1.50/- (150%) per equity share of face value of Re. 1/- each for the financial year ended March 31, 2021 and confirmation of the interim dividend of Rs. 0.50/- (50%) per equity share, paid during the financial year 2020-21.
3. Ordinary Resolution for appointment of a Director in place of Mr. Chandrakant Birla (DIN: 00118473), who retires by rotation and being eligible, offers himself for re-appointment.
4. Ordinary Resolution for appointment of M/s B S R & Associates LLP, Chartered Accountants, (ICAI Firm Registration Number 116231W/W-100024), as the Statutory Auditors of the Company for a term of five years from the conclusion of 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company and delegation of authority to the Board of Directors to fix their remuneration, from time to time.

Special Business:

5. Special Resolution for re-appointment of Mr. I.Y.R. Krishna Rao (DIN 00481367) as an Independent Director for another term of five years to hold the office from May 5, 2022 up to May 4, 2027, not liable to retire by rotation.
6. Ordinary Resolution for ratification of the remuneration payable to Mr. Somnath Mukherjee, Cost Auditor of the Company for the financial year ended March 31, 2022.
7. Ordinary Resolution for approval of the terms of remuneration of Mr. Desh Deepak Khetrapal, Managing Director & CEO (DIN 02362633) for the financial year ended March 31, 2022.

The Company Secretary, with the permission of the Chairman, 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 KFin Tech in respect of all the businesses mentioned in the Notice dated May 17, 2021. The e-voting commenced at 9:00 a.m. IST on August 2, 2021 and ended at 5:00 p.m. IST on August 4, 2021. 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 29, 2021.

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 with two working days from the conclusion of the AGM 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.

Thereafter, the Chairman took over the proceedings and called for activation of e-voting window for allowing 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 jointly with Mr. Desh Deepak Khetrpal, Managing Director & CEO of the Company responded to the queries of the Speaker Shareholders as well as those received over emails and chat box during the course of the meeting.

The Chairman again requested the members who have not casted their vote, to do so. 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 2 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 August 5, 2021 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 15:18 p.m. after being open for 15 minutes for e-voting to be completed. Based on the consolidated Scrutinizer's Report dated August 6, 2021, all the resolutions nos. 1 to 7 as set out in the Notice of 10th AGM, have been passed with requisite majority.

For **Orient Cement Limited**

Nidhi Bisaria



(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 10th 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 10th Annual General Meeting (“AGM”) of the members of “**Orient Cement Limited**” (“Company”) held on Thursday, the 5th day of August, 2021 at 02:00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 02/2021 dated 13th January, 2021 read with earlier MCA Circular Nos. 20/2020 dated 5th May, 2020, 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 17th day of May, 2021. 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

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



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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 2nd day of August, 2021 up to 5.00 P.M. IST on Wednesday, the 4th day of August, 2021.
2. The shareholders holding shares as on the “cut off” date, i.e. the 29th day of July, 2021 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the AGM dated the 17th day of May, 2021.
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 Thursday, the 5th day of August, 2021 around 03:20 P.M. after the completion of the AGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 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 : 5962] 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, 2021, including the audited Balance Sheet as at March 31, 2021, 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	197	135542293	
E-voting at AGM	19	307884	
Total	216	135850177	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	2	110	
E-voting at AGM	0	0	
Total	2	110	0.0001%

(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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b) Resolution 2

To declare a final dividend of Rs. 1.50/- (150%) per equity share for the financial year ended March 31, 2021 and to confirm the interim dividend of Re. 0.50/- (50%) per equity share paid during the financial year 2020-21

(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	197	135844960	
E-voting at AGM	19	307884	
Total	216	136152844	99.9997%

(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	410	
E-voting at AGM	0	0	
Total	3	410	0.0003%

(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 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	182	134753755	
E-voting at AGM	19	307884	
Total	201	135061639	99.2495%

(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	1021255	
E-voting at AGM	0	0	
Total	17	1021255	0.7505%

(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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d) Resolution 4 : Ordinary Resolution

To appoint M/s B S R & Associates LLP, Chartered Accountants, (ICAI Firm Registration Number 116231W/W-100024) as the statutory auditors of the Company for a term of 5 years and fix their remuneration

(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	194	135843978	
E-voting at AGM	19	307884	
Total	213	136151862	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	142	
E-voting at AGM	0	0	
Total	5	142	0.0001%

(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:

e) Resolution 5 : Special Resolution

To re-appoint Mr. I.Y.R. Krishna Rao (DIN 00481367) as an Independent Director of the Company for another term of five years to hold office from May 5, 2022 up to May 4, 2027, not liable to retire by rotation

(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	191	135769933	
E-voting at AGM	19	307884	
Total	210	136077817	99.9446%

(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	8	75426	
E-voting at AGM	0	0	
Total	8	75426	0.0554%

(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 : Ordinary Resolution

To ratify the remuneration payable to Mr. Somnath Mukherjee, Cost Auditor of the Company for 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	192	135843947	
E-voting at AGM	19	307884	
Total	211	136151831	99.9999%

(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	7	173	
E-voting at AGM	0	0	
Total	7	173	0.0001%

(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 : Ordinary Resolution

To approve the terms of remuneration payable to Mr. Desh Deepak Khetrpal, Managing Director & CEO (DIN: 02362633) of the Company for 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	180	134984099	
E-voting at AGM	19	307884	
Total	199	135291983	99.3683%

(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	19	860021	
E-voting at AGM	0	0	
Total	19	860021	0.6317%

(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 : F004848C000746151

Place: Kolkata
Dated: 06.08.2021



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
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Witness:

1. 

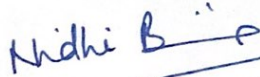
(Narayan Chandra Saha)
108 Sarat Chatterjee Road,
Howrah-711 102



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

