

A. K. LABH

M.Com., MBA, FCS, ACMA(ICAI), 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 / 3296-7770, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

FINAL COMBINED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies
(Management and Administration) Rules, 2014

&

Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman
Orient Cement Limited
Unit-VIII, Plot No. 7, Bhoinagar,
Bhubaneswar,
Orissa-751 012

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 3rd Annual General Meeting of the members of “*Orient Cement Limited*” (“*Company*”) held on Saturday, 9th August, 2014 at Unit-VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Orissa-751 012 at 2.00 PM for the purpose of scrutinizing the e-voting and ballot form processes in a fair and transparent manner and ascertaining the requisite majority on e-voting and ballot form processes carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 respectively on the resolutions referred to in this report.

I submit my report as under :

1. The report on e-voting process has been separately submitted vide my report dated 08.08.2014.
2. The report on votes casted through ballot paper by the shareholders attended / present in the Annual General Meeting has been separately submitted vide my report dated 11.08.2014





3. The result of the e-voting [EVEN : 100494] is as under:

Website : www.aklabh.com

<A> ORDINARY BUSINESS ::

a) Resolution 1

Adoption of Financial Statements for the year ended 31.03.2014

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
3,67,39,039	3,67,38,833 (99.99%)	206 (0.01%)	Carried by Majority

b) Resolution 2

Declaration of Dividend

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
4,15,51,290	4,15,51,290 (100%)	NIL	Carried Unanimously

c) Resolution 3

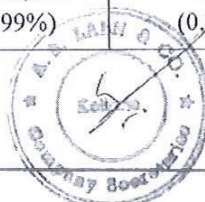
Re-appointment of Mr. C. K. Birla as a Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
4,15,51,250	4,13,77,634 (99.58%)	1,73,616 (0.42%)	Carried by Majority

d) Resolution 4

Appointment of Auditors

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
4,15,47,840	4,15,47,590 (99.99%)	250 (0.01%)	Carried by Majority



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<A> SPECIAL BUSINESS :

e) Resolution 5

Appointment of Mr. Janat Shah as an Independent Director

Type of Resolution : Ordinary Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
4,15,51,290	4,15,51,290 (100%)	NIL	Carried Unanimously

f) Resolution 6

Appointment of Mr. Rabindranath Jhunjunwala as an Independent Director

Type of Resolution : Ordinary Resolution

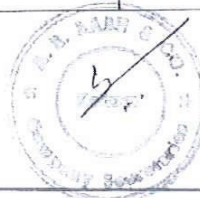
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
4,15,51,090	3,60,92,902 (86.86%)	54,58,188 (13.14%)	Carried by Majority

g) Resolution 7

Appointment of Mr. Vinod Kumar Dhall as an Independent Director

Type of Resolution : Ordinary Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
4,15,50,940	4,15,50,940 (100%)	NIL	Carried Unanimously



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h) Resolution 8

Appointment of Mr. Rajeev Jhawar as an Independent Director

Type of Resolution : Ordinary Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
4,15,49,090	3,39,82,068 (81.78%)	75,67,022 (18.22%)	Carried by Majority

i) Resolution 9

Revision in remuneration of Managing Director

Type of Resolution : Special Resolution

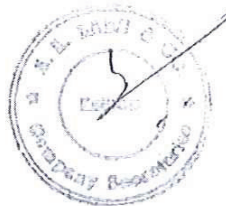
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
4,15,51,092	4,15,50,505 (99.99%)	585 (0.01%)	Carried by Requisite Majority

j) Resolution 10

Ratification of the Remuneration payable to the Cost Auditor for the Financial Year 2014-2015

Type of Resolution : Ordinary Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
4,15,51,090	4,15,51,050 (99.99%)	40 (0.01%)	Carried by Majority



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k) Resolution 11

Fixing the limit of borrowing

Type of Resolution : Special Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
3,67,39,039	2,93,53,426 (79.89%)	73,85,613 (20.10%)	Carried by Requisite Majority

l) Resolution 12

Amendment to the Articles of Association

Type of Resolution : Special Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
3,67,39,039	3,65,56,190 (99.50%)	1,82,849 (0.50%)	Carried by Requisite Majority

4. The result of the Poll is as under:

<A> ORDINARY BUSINESS ::

a) Resolution 1

Adoption of Financial Statements for the year ended 31.03.2014

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
9,61,34,065	9,61,34,065 (100%)	NIL	Carried Unanimously



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b) Resolution 2*Declaration of Dividend*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
9,60,51,391	9,60,51,391 (100%)	NIL	Carried Unanimously

c) Resolution 3*Re-appointment of Mr. C. K. Birla as a Director*

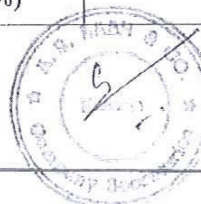
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
9,60,51,391	9,60,51,391 (100%)	NIL	Carried Unanimously

d) Resolution 4*Appointment of Auditors*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
9,60,51,391	9,60,51,391 (100%)	NIL	Carried Unanimously

<A> SPECIAL BUSINESS :e) Resolution 5*Appointment of Mr. Janat Shah as an Independent Director**Type of Resolution : Ordinary Resolution*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
9,61,34,065	9,61,34,065 (100%)	NIL	Carried Unanimously



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f) Resolution 6

Appointment of Mr. Rabindranath Jhunjhunwala as an Independent Director

Type of Resolution : Ordinary Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
9,61,34,065	9,60,51,391 (99.91%)	82,674 (0.09%)	Carried by Majority

g) Resolution 7

Appointment of Mr. Vinod Kumar Dhall as an Independent Director

Type of Resolution : Ordinary Resolution

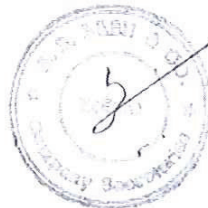
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
9,61,34,065	9,61,34,065 (100%)	NIL	Carried Unanimously

h) Resolution 8

Appointment of Mr. Rajeev Jhawar as an Independent Director

Type of Resolution : Ordinary Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
9,61,34,065	9,60,51,391 (99.91%)	82,674 (0.09%)	Carried by Majority



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i) Resolution 9

Revision in remuneration of Managing Director

Type of Resolution : Special Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
9,61,34,065	9,61,34,065 (100%)	NIL	Carried Unanimously

j) Resolution 10

Ratification of the Remuneration payable to the Cost Auditor for the Financial Year 2014-2015

Type of Resolution : Ordinary Resolution

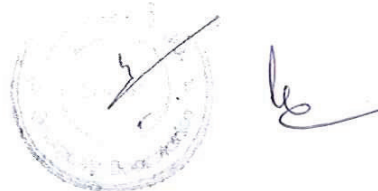
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
9,61,34,065	9,61,34,065 (100%)	NIL	Carried Unanimously

k) Resolution 11

Fixing the limit of borrowing

Type of Resolution : Special Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
9,61,34,065	9,60,51,391 (99.91%)	82,674 (0.09%)	Carried by Requisite Majority



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1) Resolution 12

Amendment to the Articles of Association

Type of Resolution : Special Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
9,61,34,065	9,61,34,065 (100%)	NIL	Carried Unanimously

5. The final combined result on the resolutions as proposed in the AGM is as under:

<A> ORDINARY BUSINESS ::

a) Resolution 1

Adoption of Financial Statements for the year ended 31.03.2014

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
13,28,73,104	13,28,72,898 (99.99%)	206 (0.01%)	Carried by Majority

b) Resolution 2

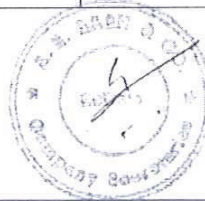
Declaration of Dividend

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
13,76,02,681	13,76,02,681 (100%)	NIL	Carried Unanimously

c) Resolution 3

Re-appointment of Mr. C. K. Birla as a Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
13,76,02,641	13,74,29,025 (99.87%)	1,73,616 (0.13%)	Carried by Majority



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d) **Resolution 4**
Appointment of Auditors

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
13,75,99,231	13,75,98,981 (99.99%)	250 (0.01%)	Carried by Majority

<A> **SPECIAL BUSINESS :**

e) **Resolution 5**
Appointment of Mr. Janat Shah as an Independent Director

Type of Resolution : Ordinary Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
13,76,85,355	13,76,85,355 (100%)	NIL	Carried Unanimously

f) **Resolution 6**
Appointment of Mr. Rabindranath Jhunjunwala as an Independent Director

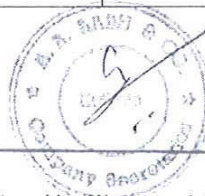
Type of Resolution : Ordinary Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
13,76,85,155	13,21,44,293 (96.00%)	55,40,862 (4.00%)	Carried by Majority

g) **Resolution 7**
Appointment of Mr. Vinod Kumar Dhall as an Independent Director

Type of Resolution : Ordinary Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
13,76,85,005	13,76,85,005 (100%)	NIL	Carried Unanimously



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- h) **Resolution 8**
Appointment of Mr. Rajeev Jhawar as an Independent Director

Type of Resolution : Ordinary Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
13,76,83,155	13,00,33,459 (94.44%)	76,49,696 (5.56%)	Carried by Majority

- i) **Resolution 9**
Revision in remuneration of Managing Director

Type of Resolution : Special Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
13,76,85,157	13,76,84,570 (99.99%)	585 (0.01%)	Carried by Requisite Majority

- j) **Resolution 10**
Ratification of the Remuneration payable to the Cost Auditor for the Financial Year 2014-2015

Type of Resolution : Ordinary Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
13,76,85,155	13,76,85,155 (99.99%)	40 (0.01%)	Carried by Majority



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- k) **Resolution 11**
Fixing the limit of borrowing

Type of Resolution : Special Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
13,28,73,104	12,54,04,817 (94.38%)	74,68,287 (5.62%)	Carried by Requisite Majority

- l) **Resolution 12**
Amendment to the Articles of Association

Type of Resolution : Special Resolution

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
13,28,73,104	13,26,90,255 (99.86%)	1,82,849 (0.14)	Carried by Requisite Majority

6. The Registers, all other papers and relevant records relating to electronic voting and ballot forms are duly returned herewith.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practising Company Secretary
FCS - 4848 / CP No. - 3238



Place : Kolkata
Dated : 11.08.2014