

July 25, 2016

The Secretary
BSE Limited
Corporate Relationship Department, 1st Floor
New Trading Ring, Rotunda Building, P.J.Tower
Dalal Street, Fort,
Mumbai – 400001
corp.relations@bseindia.com

(022)22723121/22723557
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The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G, 5th Floor,
Bandra-Kurla Complex
Bandra (E), Mumbai – 400051
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(022)26598237/38

Sub:-Proceedings/ Outcome of Annual General Meeting-Regulation 30 read with schedule III of SEBI (Listing Obligations and Disclosure Requirements) 2015

Dear Sir,

The 5th Annual General Meeting of the Company was held on Saturday, July 23, 2016 at Registered Office of the Company at Unit-VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha-751012, which concluded at 3:45 P.M. on the same day.

39 shareholders were present in person including the bodies corporate represented through their authorized representatives and 7 shareholders were present through proxies.

The following directors were present:

Mr. Desh Deepak Khetrpal-Managing Director & CEO , Mr. Vinod Kumar Dhall- Independent Director and also the Chairman of the Audit Committee & Stakeholders Relationship Committee and Mr. Swapan Das Gupta-Independent Director.

Mr. Sushil Gupta-Chief Financial Officer, Mr. G.L.Choudhary- Representative of S.R. Batliboi & Co. LLP and Mr. Atul Kumar Labh- the Scrutinizer appointed by the Company for voting process were also present.

Ms. Deepanjali Gulati-Company Secretary was in attendance.

The Company Secretary welcomed the shareholders at the 5th AGM.

In the absence of Mr. C.K. Birla-Chairman of the Board of Directors, at the request of other Director present and with the consent of members present at the Meeting, Mr. Vinod Kumar Dhall chaired the meeting.

The Chairman took the chair. As the requisite quorum was present, the Chairman called the meeting to order. He welcomed the shareholders at the 5th AGM

The Statutory Registers, Proxy Register, inspection documents, Auditors' Report and Secretarial Audit Report were available during the meeting for inspection by Members.

The Chairman acknowledged the presence of Mr. Desh Deepak Khetrpal-Managing Director & CEO of the Company, Mr. Swapan Dasgupta and acknowledged the attendance of Mr. G.L.Choudhary, Authorised Representative of the Statutory Auditors, M/S S.R. Batliboi & Co. LLP, Chartered Accountants of the Company

Orient Cement Limited

Corporate Office: Birla Tower, 3rd fl, 25 Barakhamba Road, New Delhi 110001, India. 011 42092100

Registered Office: Unit VIII, Plot No.7, Bhoinagar, Bhubaneswar, Odisha 751012, India. www.orientcement.com

CIN No : L26940OR2011PLC013933

along with Mr. Atul Kumar Labh- the Scrutinizer appointed by the Company for voting process. The Chairman informed that he has been authorized by Mr. Rabindranath Jhunjhunwala-Chairman of the Nomination & Remuneration cum Compensation Committee to represent him at this AGM.

Thereafter, the Chairman delivered his speech.

The Company Secretary then read the Secretarial Audit Report. The Company Secretary also read the Auditors' Report on the financial statements.

With the consent of the shareholders present, the Chairman took the Notice convening the 5th AGM and Directors' Report as read.

Thereafter, the Chairman took up the Item No. 1 to 7 of the Notice. He explained the objectives and implications of each item of Notice and invited queries from the Members on each item.

All the queries raised by the Members relating to Item No. 1 to 7 were answered.

The Chairman thereafter made a statement regarding voting and, inter alia stated the following:

(a) In compliance with the provisions of section 108 of the Companies Act, 2013, Rules made thereunder and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 '(Amended Rules 2015)' and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided to all the members holding shares as on the cut-off date of July 18, 2016, the facility to exercise their right to vote on all resolutions given in the Notice through remote e-voting platform provided by NSDL.

(b) The remote e-voting facility was available to members from July 20, 2016 (9:00 A.M.) to July 22, 2016 (5:00 P.M.).

(c) The facility of voting through Ballot paper is available at the AGM.

(d) The members attending the meeting who have not voted by remote e-voting can vote through Ballot Forms at the venue of the AGM.

(e) The Chairman informed the Members that the Board of Directors has appointed Mr. Atul Kumar Labh, Practicing Company Secretary as the scrutinizer for the remote e-voting process and also for the voting through Ballot process at the venue of the AGM.

The Chairman then ordered the voting through Ballot Forms at the venue of AGM on all the resolutions set out at Item No. 1 to 7 of the Notice of the 5th Annual General Meeting and requested all the Members who have not voted by remote e-voting to cast their votes.

The Chairman further announced that results will be declared after considering the result of both remote e-voting and the voting through Ballot process conducted at the venue of AGM and shall be communicated to National Stock Exchange and Bombay Stock Exchange and shall also be made available on the website of the Company by July 25, 2016.

Conduct of voting through Ballot Papers at the venue of AGM

Mr. Atul Kumar Labh, Scrutinizer, appointed for the Ballot Process conducted the Ballot Process at the venue of AGM which included distribution of Ballot papers, locking and sealing of empty Ballot box in the presence of members and proxies. After ensuring that all the members and the proxies participating in the voting through Ballot Paper have cast their votes, the Scrutinizer closed the Ballot process at around 3:45 P.M. The Scrutinizer then took custody of the Ballot box.

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Based on Scrutinizer's Report, we inform you that all the resolutions have been passed with requisite majority and shareholders have:

1. Adopted financial statements of the Company for the financial year 2015-16 ,
2. Approved final dividend of Rupee 1 per equity share (face value of Rupee 1 each) for the financial year ended March 31, 2016,
3. Appointed Mrs. Amita Birla (DIN 00837718) as director liable to retire by rotation,
4. Ratified the appointment of M/S. S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company,
5. Appointed Mr. Swapan Dasgupta (DIN 07113693) as an Independent Director of the Company, not liable to retire by rotation,
6. Fixed remuneration of Mr. Desh Deepak Khetrpal (DIN 02362633), Managing Director & CEO of the Company,
7. Fixed remuneration of Cost Auditor of the Company

The scrutinizer's report is enclosed.

Please take the same on record.

Thanking you,

Yours sincerely,
For **Orient Cement Limited**



Deepanjali Gulati
(Company Secretary)

A. K. LABH

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



A. K. LABH & Co.

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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
Orient Cement Limited
Unit-VIII, Plot No. 7
Bhoinagar, Bhubaneswar
Odisha – 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 5th Annual General Meeting of the members of "*Orient Cement Limited*" ("*Company*") held on Saturday, 23rd July, 2016 at Registered office of the Company at Unit-VIII, Plot No.7, Bhoinagar, Bhubaneswar, Odisha-751012 at 2.00 P.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out 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 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 4th May, 2016. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots 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) and of voting through physical ballots as provided by M/s MCS Share Transfer Agent Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 9.00 AM IST on Wednesday, the 20th July, 2016 up to 5.00 PM IST on Friday, the 22nd July, 2016.



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- The Shareholders holding shares as on the "cut off" date, i.e. 18th July, 2016 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice dated 4th May, 2016 of the Annual General Meeting of the Company.
- The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
- The votes were unblocked on Saturday, the 23rd July, 2016 around 3.45 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 and Mr. Biswarup Ganguly, residing at 27/2, Suren Tagore Road, Kolkata – 700019 who are not in employment of the Company.
- The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
- The combined result of the remote e-voting [EVEN : 104087] and votes casted through physical ballot papers distributed at the AGM venue are as under:

<A> **ORDINARY BUSINESS:**

a) **Resolution 1**

To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2016 including the audited Balance Sheet as at 31st March, 2016, 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 | 102 | 51381502 | |
| Voting by ballot | 44 | 94405736 | |
| Total | 146 | 145787238 | 100.00% |



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(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 | 0 | 0 | |
| Voting by ballot | 0 | 0 | |
| Total | 0 | 0 | 0.00% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | 10 |

b) Resolution 2

To declare a final dividend of Rs. 1 per equity share of face value of Rs. 1 each for the financial year ended 31st March, 2016

(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 | 119 | 57775798 | |
| Voting by ballot | 44 | 94405736 | |
| Total | 163 | 152181534 | 100.00% |



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(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 | 0 | 0 | |
| Voting by ballot | 0 | 0 | |
| Total | 0 | 0 | 0.00% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | 10 |

c) Resolution 3

To appoint a Director in place of Mrs. Amita Birla (DIN : 00837718), who retires by rotation and being eligible, seeks 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 | 113 | 55133044 | |
| Voting by ballot | 44 | 94405736 | |
| Total | 157 | 149538780 | 98.26% |



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(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 | 6 | 2642754 | |
| Voting by ballot | 0 | 0 | |
| Total | 6 | 2642754 | 1.74% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | 10 |

d) Resolution 4

To ratify the appointment of Statutory Auditors as required under section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and to authorise the Board of Directors to 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 | 119 | 57775798 | |
| Voting by ballot | 44 | 94405736 | |
| Total | 163 | 152181534 | 100.00% |



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(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 | 0 | 0 | |
| Voting by ballot | 0 | 0 | |
| Total | 0 | 0 | 0.00% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | 10 |

 SPECIAL BUSINESS:

e) Resolution 5 : Ordinary Resolution

Appointment of Mr. Swapan Dasgupta (DIN : 07113693) as an Independent Director

(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 | 118 | 57775748 | |
| Voting by ballot | 44 | 94405736 | |
| Total | 162 | 152181484 | 100.00% |



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(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 | 0 | 0 | |
| Voting by ballot | 0 | 0 | |
| Total | 0 | 0 | 0.00% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | 10 |

f) Resolution 6 : Special Resolution

Fixing of remuneration of Mr. Desh Deepak Khetrapal (DIN : 02362633),
Managing Director & CEO of the Company

(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 | 75 | 40124918 | |
| Voting by ballot | 44 | 94405736 | |
| Total | 119 | 134530654 | 92.81% |



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(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 | 36 | 10424558 | |
| Voting by ballot | 0 | 0 | |
| Total | 36 | 10424558 | 7.19% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | 10 |

g) Resolution 7 : Ordinary Resolution

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

(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 | 117 | 57775774 | |
| Voting by ballot | 44 | 94405736 | |
| Total | 161 | 152181510 | 99.99998% |



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(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 | 24 | |
| Voting by ballot | 0 | 0 | |
| Total | 2 | 24 | 0.00002% |


(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | 10 |

- All the resolutions proposed hereinabove have been passed with requisite majority.
- The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman considers, approves and signs the minutes in this regard and thereafter it will be handed over to 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



Place: Kolkata
Dated: 25.07.2016

